

ACCOUNT NO.: 072100000032

REFERENCE :

AUTHORIZATION :

COST LIMIT :

ORDER DATE : May 30, 2001

ORDER TIME : 8:32 AM

ORDER NO. : 168322-005

000004336340--7

CUSTOMER NO: 8782A

CUSTOMER: Jan M. Gould, Legal Asst

Eisen & Willits

30 Southeast 7th Street

Suite 201

Boca Raton, FL 33432

DOMESTIC FILING

AIR GROUND CARGO-LOGISTICS, NAME:

INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1115

2555-2557

WOI-12392

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE

Katherine Harris Secretary of State

May 31, 2001

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: AIR GROUND CARGO LOGISTICS, INC.

Ref. Number: W01000012392



We have received your document for AIR GROUND CARGO LOGISTICS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden Document Specialist New Filings Section

Letter Number: 501A00033154

ARTICLES OF INCORPORATION

FILED

OF

OLMAY31 AMII:31

AIR GROUND CARGO LOGISTICS, INC. A FLORIDA CORPORATION

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned incorporators by these articles incorporate themselves for the purpose of forming a corporation not for profit under the laws of the State of Florida, and adopt the following articles of incorporation:

ARTICLE I. NAME

The name of the corporation is AIR GROUND CARGO LOGISTICS, INC. For convenience, these articles of incorporation in this instrument shall be referred to as the "articles"; and the bylaws of the association as the "bylaws".

ARTICLE II. PRINCIPAL OFFICE

The principal place of business/mailing address for the AIR GROUND CARGO LOGISTICS, INC. is 30 SE 7th Street, Suite 201, Boca Raton, Florida 33432.

ARTICLE III. PURPOSE

The AIR GROUND CARGO LOGISTICS, INC. is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is and the name of the initial registered agent of this corporation at that address is

ROBERT A. EISEN, ESQ. 30 SE 7th STREET, SUITE 201 BOCA RATON, FLORIDA 33432

ARTICLE V. INCORPORATOR

The names and addresses of the incorporator to these articles are as follows:

ROBERT A. EISEN
30 SE 7TH STREET, SUITE 201
BOCA RATON, FL 33432

ARTICLE VI. SHARES

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

ARTICLE VII. INITIAL OFFICERS

The initial officers of this corporation shall be:

Managing Director:

J. C. Botha

Financial Director:

Emmarentia Helena Botha

OI MAY 31 AM II: 31 SECRETARY OF STATE TALLANKSSEE, FLORID

ARTICLE VIII. POWERS

The power to adopt, alter, amend, or repeal By-laws shall be vested solely in the shareholders.

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify the officers or directors, or any former officers or directors, to the full extent provided by law.

IN WITNESS WHEREOF the un	dersigned incorporators have executed these articles of
incorporation on this day of May,	2001.
I, Robert A. Eisen, Esq., having b	peen designated as the Registered Agent, am
familiar with and accept the oblig	gation of the position of Registered Agent
inder Section 607.0505, Florida St	tatutes.
By: AFA	5/25/01
Signature/Registered Agent	Date
00	
	5/25/01
Signaturé/Incorporator: Robert A. Eisen	Date