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Florida Department of State
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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

AEROSERVICE CARGO EXPRESS, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
Of
AEROSERVICE CARGO EXPRESS, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

AEROSERVICE CARGO EXPRESS, INC.

ARTICLE II PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be:

**8418 NW 70 STREET
MIAMI, FL 33166**

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ARTICLE III NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its object and powers shall be engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 THOUSAND SHARES OF COMMON STOCK OF THE PAR VALUE OF ONE DOLLAR PER SHARE.

The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence from the date of the incorporates execution and adoption of these Articles of Incorporation.

ARTICLE VI INITIAL REGISTERED AGENT AND OFFICE STREET ADDRESS

The name and address of the initial registered agent is:

**MANUEL A. SUAREZ
14277 NW 18 COURT
PEMBROKE PINES, FL 33028**

ARTICLE VII DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

PRESIDENT

MANUEL A SUAREZ

14277 NW 18 COURT

PEMBROKE PINES, FL 33028

VICE-PRESIDENT/SECRETARY

CARLOS A. RODRIGUEZ

11540 SW 148 COURT

MIAMI, FL 33196

ARTICLE VIII INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

PRESIDENT

MANUEL A. SUAREZ

14277 NW 18 COURT

PEMBROKE PINES, FL 33028

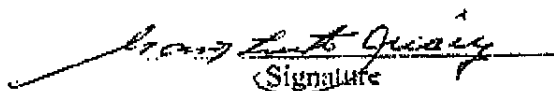
VICE-PRESIDENT

CARLOS A. RODRIGUEZ

11540 SW 148 COURT

MIAMI, FL 33196

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 12TH day of JULY, 2001.


Signature


Signature

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Stockholders, and approved at the Stockholder's meeting by a majority of the stock entitle to vote thereon, unless all the Directors and all the Stockholder's sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
PLACE OF BUSINESS OR DOMICILE FOR THE PROCESS WITHIN THE**

**STATE OF FLORIDA, AND ACCEPTANCE OF AGEN UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the
Undersigned Corporation, organized under laws of the State of Florida, submits the
following statement in designating the registered office/registered agent, in the State of
Florida.

1. The name of the corporation is:

AEROSERVICE CARGO EXPRESS, INC.

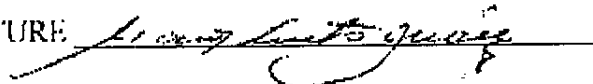
2. The name and address of the registered agent and office is:

**MANUEL A. SUAREZ
14277 NW 18 COURT
PEMBROKE PINES, FL 33028**

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE
OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT
AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT PURSUANT TO F.S. 607.050(3).

SIGNATURE



DATE 07-12-01

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TALLAHASSEE, FLORIDA

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