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Mitchell Granat

ATTORNEY AT LAW

1215 SOUTHEAST SECOND AVENUE #201 FORT LAUDERDALE FLORIDA 33316
FAX 954 522 5889

FILED
01 AUG 27 PM 4:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 24, 2001

SECRETARY OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE FL 32314

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-08/27/01--01102--018
*****70.00 *****70.00

Re: ASERCA AIRLINES CARGO, INC.

Dear Secretary:

ENCLOSED is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for the above Florida Corporation which I wish to have formed. A check for \$70 is enclosed.

Very truly yours,


Mitchell Granat

G. BLALOCK AUG 28 2001

ARTICLES OF INCORPORATION
OF
ASERCA AIRLINES CARGO, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of the corporation is ASERCA AIRLINES CARGO, INC. The mailing address of the corporation shall be:

c/o Mitchell Granat
1215 SE 2 Avenue #102
Fort Lauderdale FL 33316

ARTICLE II. BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1 par value per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

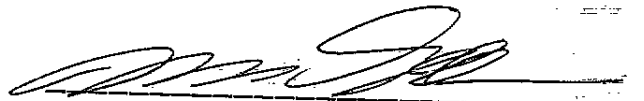
The name and address of the initial registered agent is:

MITCHELL GRANAT, ESQ
1215 SE 2 AVENUE #201
FORT LAUDERDALE FLORIDA 33316

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is : Mitchell Granat, 1215 SE 2 AVENUE #201, Fort Lauderdale FL 33316.

The undersigned has executed these articles of incorporation on August 24, 2001.

A handwritten signature in dark ink, appearing to read 'Mitchell Granat', written over a horizontal line.

Mitchell Granat

Articles Prepared by:
Mitchell Granat, Esq.
1215 SE 2 AVENUE #201
Fort. Laud. FL 33316
954 463 4466

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of FS 607.0501, the undersigned corporation organized under the 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 ASERCA AIRLINES CARGO, INC.
2. The name of the registered agent is Mitchell Granat.
3. The address of the registered agent is:

MITCHELL GRANAT, ESQ.
1215 SE 2 AVENUE #201
FORT LAUDERDALE FL 33316

ACCEPTANCE

Having been named as register agent and designated to accept service of process for the above corporation, 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.

Dated: August 24, 2001



MITCHELL GRANAT

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