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FILED

Miami, January 21, 2002

02 JAN 24 AM 11:08

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATT: Secretary of State

100004793611--6
-01/24/02--01011--007
*****70.00 *****70.00

Enclosed you will find the original and one copy of the Articles of Incorporation of Airconnection International, Corp. A check in the amount of \$70.00 is included to cover the applicable fees.

Sincerely,


Guillermo Giral

Guillermo Giral
1725 SW 82 Court
Miami Florida 33155

CB1-30

ARTICLES OF INCORPORATION OF

AIRCONNECTION INTERNATIONAL, CORP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms the following corporation under the laws of the state of Florida.

ARTICLE I NAME

The name of the corporation is, Airconnection International, Corp and its address is 1725 SW 82 Court, Miami Florida 33155

ARTICLE II PURPOSE

This corporation is organized to engage in any and all lawful business activity permitted under the laws of the State of Florida

ARTICLE III CAPITAL AND STOCK

The maximum number of shares of stock which this corporation is authorized to issue is one hundred (100) shares with no par value. Said shares of stock may be issued only for a consideration having a fair value as many are determined by the Board of Directors.

ARTICLE IV TERMS OF EXISTENCE

This corporation it to exist perpetually from the date these Articles are filled with the Department of State, subject to the laws of the State of Florida.

ARTICLE V
REGISTERED AGENT AND OFFICE

The initial Registered Agent and the street address of the initial registered office of this corporation shall be Guillermo Giral, 1725 SW 82 Court, Miami Florida 33155.

ARTICLE VI
DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be changed from time to time in accordance with the by-laws adopted by the directors, but the number shall never be less than one (1). The names and street addresses of the initial directors are:

Guillermo Giral
1725 SW 82 Court
Miami Florida 33155

Marco Bravo
1725 SW 82 Court
Miami Florida 33155

Cesar Rendon
1725 SW 82 Court
Miami Florida 33155

ARTICLE VII
INCORPORATORS

The name and address of the incorporator is:

Guillermo Giral
1725 SW 82 Court
Miami Florida 33155

ARTICLE VIII
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which already holds, shall have the right to purchase his prorated share thereof (as nearly as

many be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX
AMENDMENT

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 them to the stockholders and approved at stockholder's meeting by at least majority of the stock entitled to, unless of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this...21st...day of...January.....of 2002


Guillermo Giral

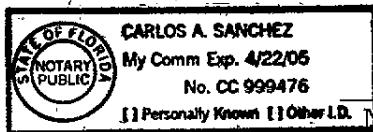
STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY on this day, before me, an officer duly authorized in the State of Florida and County aforesaid to take acknowledgment, personally appeared Guillermo Giral to me know to be the person described in and who execute the foregoing instrument and acknowledges before me that he execute the same.

SWORN To and SUBSCRIBED before me on this 21st day of

January 2002




Notary Public At Large

My Commission Expires


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acceptance by Registered Agent

Having been named to accept service of process for the above named corporation, at the designed in these Articles, I hereby accept this appointment and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office.


Guillermo Giral