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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 29, 2002

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To Whom It May Concern:

This is to send the new corporation, please send me back any paper work and if
you have any questions call me.


Tania Ramirez

CB99

**ARTICLES OF INCORPORATION
OF
WIN AIR FORWARDING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the state of Florida; and further do agree to the following conditions of said corporation;

ARTICLE I:

The name of this Corporation shall be:

WIN AIR FORWARDING, INC.

and its business shall be carried on in Orange County, Florida and also within and without the State of Florida, and the United States of America and foreign countries as may from time to time be deemed desirable or expedient.

ARTICLE II: NATURE OF BUSINESS.

The general nature of the business to be transacted by this Corporation and the objects and purposes thereof are as follows:

- 1.- Any lawful act or activity for which corporations may be organized, under the Corporation Act of the State of Florida.
- 2.- To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that said Corporation is authorized to have outstanding at any time shall be 100 shares no par value common stock.

The capital stock may be paid for in property, labor or services at just valuation, to be fixed by the Incorporators or Directors at a meeting called for such purpose or at the organization meeting.

Property, labor or services may also be purchased or paid with capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or going business may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchasers shall be on such basis for such consideration and the issuance of so much capital stock as the Directors of the Company may decide.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is Five Thousand (\$5,000.00) Dollars.

ARTICLE V: TERMS OF EXISTENCE

This Corporation shall have perpetual existence unless dissolved by action of law or by vote of the stockholders.

ARTICLE VI: ADDRESS

The initial post office address of this Corporation in the State of Florida is:

**1942 South Conway Rd #5
Orlando, FL 32812**

ARTICLE VII: DIRECTORS

This Corporation shall have no less than One Director, who need not be stockholder. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Laws hereof of **WIN AIR FORWARDING, INC.**, but at no time shall there be a number less than one (1).

ARTICLE VIII:

The names and post office addresses of the First Board of Directors and Officers of this Corporation are as follows:

President: **Fernando Julio Toledo**
 1942 South Conway Rd #5
 Orlando, FL 32812

Vice-President: **Rodolfo Mosquera**
 1942 South Conway Rd #5
 Orlando, FL 32812

ARTICLE IX:

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agree to take, and the value of the consideration paid therefore are as follows:

NAME	ADDRESS	No. OF SHARES
Fernando Julio Toledo	1942 South Conway Rd #5 Orlando, FL 32812	50
Rodolfo Mosquera	1942 South Conway Rd #5 Orlando, FL 32812	50

ARTICLE X: 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 the stockholder's meeting by majority of the voting shares.

ARTICLE XI: POWERS OF THE BOARD OF DIRECTORS.

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

- 1.- To make, alter, amend or repeal the By-Laws of the Corporation.
- 2.- To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages, liens upon the property, and franchises of this Corporation.
- 3.- If the By-Laws so provided, to designate by resolution of two or more of their number to constitute an Executive Committee, which committee, to be extended provided in the resolution or in the By-Laws of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business, affairs and property of the Corporation, during intervals between the meetings of the Board of Directors, so far as may be permitted by law.

ARTICLE XII: RESTRICTIONS ON STOCK TRANSFERS:

The restrictions upon the transfer of shares of stock to any class are as follows:

Any stockholder, including the heirs, assigns, executors, or administrators of the deceased stockholder, desiring to sell or transfer such stock owned by him or them shall first offer it to the Corporation through the Board of Directors in the following manner:

He/she shall notify the Directors of his desire to sell or transfer by notice in writing which notice shall contain the price of which he is willing to sell or transfer and the name of one arbitrator. The Directors shall within thirty days thereafter either accept the offer or by notice to him in writing name a second arbitrator, and these two shall name a third; it shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the Corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in the manner he may see fit. No shares of stock


shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any instance waive the requirements.

ARTICLE XIII: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Registered Agent of the Corporation is:

Fernando Julio Toledo
1942 South Conway Rd #5
Orlando, FL 32812

IN WITNESS WHEREFORE, we hereunto set our hand(s) and seal this 28 of August 2002.



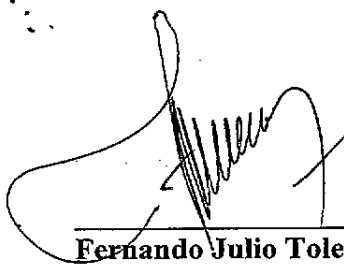
Fernando Julio Toledo
1942 South Conway Rd #5
Orlando, FL 32812

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

In compliance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with this Act:

That **Fernando Julio Toledo and Rodolfo Mosquera**, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation, at the City of Orlando, County of Orange, State of Florida, have named **Fernando Julio Toledo** located at **1942 South Conway Rd #5 Orlando FL 32812** as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.



Fernando Julio Toledo
1942 South Conway Rd #5
Orlando, FL 32812