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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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

**FLORIDA PROFIT CORPORATION OR P.A.**

**FENIX AIRWAYS INTL. CARGO INC.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION  
OF

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**FENIX AIRWAYS INTL. CARGO INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be:

**FENIX AIRWAYS INTL. CARGO INC.**

The principal place of business of this corporation shall be:

**3153 S.W 24th TERRACE MIAMI, FL 33145**

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

**1000 SHARES @ 5.00 PAR VALUE**

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

**HECTOR M. PONTE  
3153 S.W 24th TERRACE  
MIAMI, FL 33145**

**MARIA ALMEIDA  
1970 N.W. 70th AVENUE  
MIAMI, FL 33152**

ARTICLE VI INCORPORATOR(S)

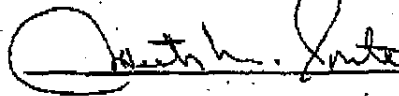
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

HECTOR M. PONTE  
1970 N.W. 70th AVENUE  
MIAMI, FL 33152

MARIA ALMEIDA  
1970 N.W. 70th AVENUE  
MIAMI, FL 33152

IN WITNESS WHEREOF, the undersigned incorporator(s)  
has (have) executed these Articles of Incorporation  
this, 21st day of OCTOBER ~~2000~~ 2002

Signature(s) of Incorporator(s)

  
\_\_\_\_\_  
\_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, 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:

FENIX AIRWAYS INTL. CARGO INC.

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

HECTOR M. PONTE

3153 S.W. 24th TERRACE

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33145

(CITY/STATE/ZIP)

SIGNATURE 

TITLE \_\_\_\_\_

DATE OCTOBER 21, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE OCTOBER 21, 2002