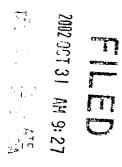
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TRANSMITTAL LETTER

FILED

2002 OCT 31 AM 9: 27

TALL AHASSER FLORIDA

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT: AE	ROCONDOR USA, INC.			
	(PROPOSED CORPORAT	E NAME – <u>MUST INCLI</u>	DE SUFFIX)	
Enclosed are an orig	ginal and one (1) copy of the artic	eles of incorporation and	a check for:	
□ \$70.00	\$78.75	3 \$78.75	- □ \$87.50	
Filing Fee	Filing Fee	Filing Fee	Filing Fee,	
	& Certificate of Status	& Certified Copy	Certified Copy	
			& Certificate of	
		ADDITIONAL CO	Status PV PEOHIBED	
		ADDITIONAL CO	11 KEQUIKED	
FROM:	ITALO MARIO SIERVO			
	Name (Printed or typed)	······································	
	15500 SW 82ND AVENUE			
	Address			
	MIAMI, FLORIDA 33157			
	City, S	State & Zip		
	305-378-1558			

NOTE: Please provide the original and one copy of the articles.

Daytime Telephone number

ARTICLES OF INCORPORATION

FILED

OF

2002 OCT 31 AM 9: 27

TALLAHASSEE FLORIDA

AEROCONDOR USA, INC.

Article I The Name of the Corporation is:

AEROCONDOR USA, INC.

Article II The principal place of business/mailing address is:

406 - 16th Street Miami Beach, Florida 33139

Article III The purpose for which this corporation is organized is to promote and sell travel packages and travel related business and, to engage in any lawful act or activity for which corporations may be organized under the general corporation law of the State of Florida.

Article IV The total number of shares of stock which the corporation shall have authority to issue is: 1000 shares of Common Stock without nominal or par value. The consideration to be paid for each share and the number of shares available for initial subscription shall be fixed by the Board of Directors.

Article V The initial Officers and Directors of this corporation will be:

Tomas DaTorre, President/Treasurer and
Director
Carlos Palacin Fernandez, Vice-President and
Director
Italo Mario Siervo, Vice-President/Secretary
and Director

Article VI

The name and address of the **Registered Agent** in the State of Florida is: Italo Mario Siervo, located at 15500 SW 82nd Avenue, Miami, Florida 33157. The Board of Directors may from time to time move the Registered Office to any address in Florida.

Article VII

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 a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII The name and mailing address of the Incorporator is:

Italo Mario Siervo, 15500 SW 82nd Avenue, Miami, Florida 33157

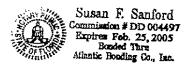
I, the undersigned having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, declare that I am familiar with and accept the appointment as Registered Agent and agree to age in this capacity

ignature/Registered Agenz

Signature/Incorporator

STATE OF FLORIDA COUNTY OF MIAMI-DADE

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE ABOVE THIS 25 DAY OF October, 2002 AD.



NOTARY PUBLIC