

P030000/5035

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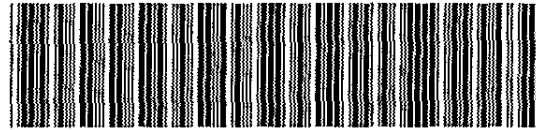
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK 2/7

JAN 30,2003

**DIVISION OF CORPORATIONS
P.O.BOX 6327
TALLAHASSEE,FLORIDA 32314**

DEARS SIRs

**PLEASE RECEIVE MY CORPORATE
PAPERWORK,FILE AND RETURN 5561 NW 72 AVE
MIAMI FLORIDA 33166**

SINCERELY

**FRANCISCO GARRIDO
BOXAIR
5561 NW 72 AVE
MIAMI FL 33166
PHONO 305 863-8786**

ARTICLES OF INCORPORATION

ARTICLE I: NAME

BOX AIR CARGO EXPRESS CORP

ARTICLE II: DURATION

THE DURATION OF THE CORPORATION IS PERPETUAL>

ARTICLE III: NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OF BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE IV: CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES WHICH THE CORP IS AUTHORIZED TO ISSUE IS One thousand (1,000) shares each at a \$1.00 value.

ARTICLE V: INITIAL REGISTERED AGENT AND OFFICE

(PRINCIPAL OFFICE AND REGISTERED AGENT ARE THE SAME.)

The street address of initial registered office is:

BOX AIR CARGO EXPRESS CORP / 5561 NW 72 AVE / MIAMI FL 33166

And said registered officer is FRANCISCO GARRIDO at above address.

ARTICLE VI: DIRECTORS

The number of directors may be altered from time to time by-laws adopted by the stockholders. The initial board of directors is:
FRANCISCO GARRIDO / 5561 NW 72 AVE / MIAMI FL 33166

ARTICLE VII: AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER ACCORDING TO THE FLORIDA STATE LAW.

ARTICLE VIII: INCORPORATORS

THE NAMES AND POST OFFICES ADDRESSES OF THE SUBSCRIBER TO THE CERTIFICATE OF INCORPORATION AND THE NUMBER OF THE SHARES EACH AGREES TO TAKE THE VALUE OF THE CONSIDERATION PAID THEREOF.

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ARTICLE IX – AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER ACCORDING TO FLORIDA STATE LAW.

ARTICLE X – RIGHTS OF SURVIVORSHIP

IN THE EVENT THAT ANY MEMBERS OF THIS CORPORATION SHOULD BECOME DECEASED OR INCAPACITATED. IN ANY FASHION, AND THAT ANY LIVING AND OR LAST WILL AND TESTAMENTS DO NOT STIPULATE OTHERWISE, ANY AND ALL EQUITIES, HOLDINGS, REAL ESTATE, SHOULD BE DISTRIBUTED EQUALLY AMOUNT THE SHARE HOLDERS ACCORDING TO THE PERCENTAGE OF SHARES OPENED IN THIS CORPORATION. IN THE EVENT THAT ANY SHARES ARE INHERITED BY PERSONS OF MINOR AGE OF OTHERWISE INCAPACITATED, THESE SHARE SHALL BE SET UP IN A BUY SELL AGREEMENT BACKED UP BY INVESTED LIFE INSURANCE COMPENSATING THEIR FAIR MARKET VALUE.

ARTICLE XI – MANAGING PARTNERS

THE CORPORATION BOX AIR CARGO EXPRESS CORP. HAS ONLY ONE MANAGING PARTNER, FRANCISCO GARRIDO.

ARTICLE XII – EVALUATION OF CORPORATE ASSETS

ALL CORPORATE ASSETS SHALL BE EVALUATED ON AN ANNUAL BASIS, AND PROPER ADJUSTMENTS WILL BE APPLIED FOR INSURED AND STOCK PURPOSES.

ARTICLE XIII – MANAGING DIRECTORS INSURANCE

ALL MANAGING DIRECTORS INSURANCE PREMIUMS FOR THEIR RESPECTIVE EQUITY STOCK INSURANCE SHALL BE PAID BY THE CORPORTATION.

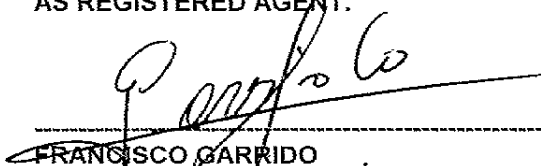
ARTICLE XIV – STOCKHOLDERS MEETINGS

STOCKHOLDERS MEETINGS SHALL BE HELD ONCE EVERY THREE MONTHS WITHIN OR OUT OF THE STATE OF FLORIDA. THESE MEETINGS SHALL BE HELD WITH THE TRANSCRIBERS PRESENT. THESE MEETINGS SHALL INCLUDE BUT NOT BE LIMITED TO, REAL ESTATE HOLDINGS, PROFITS AND LOSS STATEMENTS PREPARED FOR EACH OF THE VENTURES, BANKING AND ECONOMIC INFORMATION, STOCK EITHER PAPER OR PHYSICAL INVENTORY IN REAL MERCHANDISE, SALES REPORTS AND TAX DISCLOSURES.

ARTICLE XV – PHYSICAL YEAR

BOX AIR CARGO EXPRESS CORP. SHALL CLOSE EACH PHYSICAL YEAR ON THE THIRTY- FIRST OF DECEMBER.

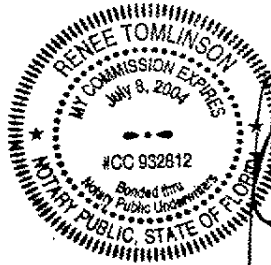
I HEREBY AM FAMILIAR WITH AND ACCEP THE DUTIES AND RESPONSABILITIES
AS REGISTERED AGENT.

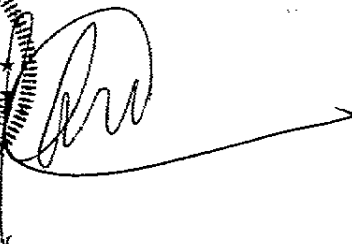


FRANCISCO GARRIDO
Registered Agent / Incorporator

MY COMMISION EXPIRES:

IN WITNESS WHEREOF, IN CORPORATORS HAVE HEREUNTO SET THE
RESPECTIVE HANDS AND SEALS THIS 01JAN 2003 THE FOLLOWING HEREBY
AGREES TO SERVE AS REGISTERED AGENT FOR CORPORATION PURSUANT TO
THE APPLICABLE FLORIDA STATUTS.





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TALLAHASSEE, FLORIDA

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