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DIVISION OF CORPORATION

03 MAY -9 P412:13
TALLAHASSEE, FLORIDA

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03 MAY 16 PM12:45

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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SOUTH AMERICAN AIRWAYS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

RECEIVED
03 MAY 16 AM 11:26
DIVISION OF CORPORATION

May 9, 2003

LAZARUS

SUBJECT: SOUTH AMERICAN AIRWAYS, INC.
Ref. Number: W03000013423

We have received your document for SOUTH AMERICAN AIRWAYS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 003A00028917

FILED

ARTICLES OF INCORPORATION

03 MAY 16 PM 12:45

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOUTH AMERICAN AIRWAYS, INC.

We, the undersigned, hereby associate ourselves together under the Laws of the State of Florida, under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities for a Corporation for profit, generally and hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE ONE

Name of the Corporation

The name of this Corporation shall be:

SOUTH AMERICAN AIRWAYS, INC.

ARTICLE TWO

Nature of Business

The general nature of the business to be transacted by this Corporation shall be:

Any activity and business permitted under the Laws of the State of Florida, including but not limited to Cargo, Freight Forwarding.

ARTICLE THREE

Capital Stock

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be 500 shares each having a par value of \$1.00 per share of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Director, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE FOUR
Initial Capital

The amount of capital with which this Corporation shall begin business shall be: Five Hundred Dollars (\$500.00)

ARTICLE FIVE
Term of Existence

This Corporation shall have perpetual existence.

ARTICLE SIX
Principal Office

The following shall be the street address and the principal office for this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient:

8235 LAKE DRIVE, SUITE D-206
MIAMI, FL. 33166

ARTICLE SEVEN
Directors

There shall be an Initial Board of Directors for this Corporation which shall consist of two officers, but shall never be less than ONE. Each of said Directors shall be of full age. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the corporation, by the same vote as required to elect a Director.

ARTICLE EIGHT
Initial Board of Directors

The names and addresses for the initial Board of Directors is as follows:

NAME	ADDRESS	OFFICE
Richard Van Loon	PO Box 592373 Miami, Florida 33159	President
Marianne Van Loon	PO Box 592373 Miami, Florida 33159	V/President

ARTICLE NINE
Incorporators

The name and addresses of each subscriber to these Articles of Incorporation and the number of shares each agrees to purchase are:

NAME	ADDRESS	NO. OF SHARES
Richard Van Loon	PO Box 592373 Miami, Florida 33159	250
Marianne Van Loon	PO Box 5932373 Miami, Florida 33159	250

ARTICLE TEN
Conflict of Interest

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be fully disclosed to each of the other shareholders and officers of the corporation or shall have been known to the Board of directors or a majority thereof, and any Director of this Corporation or who is so interested may

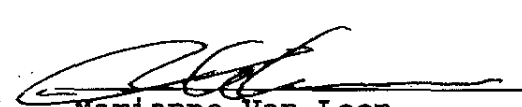
be counted in determining the existence of a quorum at any such meeting of the Board of directors of this Corporation, with like force and effect as if he were not such a Director or officer of such other Corporation or not so interested.

ARTICLE ELEVEN
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purpose stated therein this 30th Day of April 2003.


Richard Van Loon
President


Marianne Van Loon
Vice President

Sworn to and subscribed before me this 30th Day of April, 2003.


Jorge R. Lopez
Notary Public



JORGE R. LOPEZ
MY COMMISSION # DD 170023
EXPIRES: December 8, 2006
Bonded Thru Budget Notary Services

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA STATUS, 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 IS;

SOUTH AMERICAN AIRWAYS, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

RICHARD VAN LOON
8335 Lake Drive #D 206
MIAMI, FLORIDA 33166

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUS RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

DATE: 04-30-2003

03 MAY 16 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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