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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

aero continental dominicana inc.

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
Aero Continental Dominicana Inc.

ARTICLE I - NAME

The name of this corporation is Aero Continental Dominicana Inc. The principal office mailing address is

**300 Biscayne Blvd Way.
Suite 1014
Miami, FL 33131**

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value stock which shall be designated "**COMMON SHARES**".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **300 Biscayne Blvd. Way Suite 1014 Miami, FI 33131** and the name of the initial registered agent of this corporation at that address is: **Pedro Mora**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one.

The name and address of the initial directors of this corporation are:

**Rafael Trujillo-President/ Director
300 Biscayne Blvd. Way
Suite 1014 Miami, FI 33131**

**Pedro Mora-Vice President/ Director
300 Biscayne Blvd. Way
Suite 1014 Miami, FI 33131**

The name and address of the incorporator executing these Articles of Incorporation is:

**Pedro Mora
300 Biscayne Blvd. Way
Suite 1014 Miami, FI 33131**

Signature: _____


Incorporator

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ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth (1/10) of all of the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in a person or by proxy shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall constitute the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto. Any right conferred upon the shareholders is subject to this reservation.

I, the undersigned, having been named as initial registered agent of the corporation do hereby accept said office and will serve in said capacity.


Pedro Mora

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