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RECEIVED
03 OCT 24 AM 9:45
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
03 OCT 24 AM 1:39
SEC. OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Ascot Air Cargo Inc

Signature _____

Requested by: AW 10/24

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____



Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____



Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____

**ARTICLES OF INCORPORATION
OF
ASCOT AIR CARGO, INC.**

FILED
03 OCT 24 AM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is Ascot Air Cargo, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be: 150, Via Tisdelle, Orange Park, Florida 32073.

ARTICLE III - DURATION

This corporation shall commence business upon filing with the Secretary of State, and thereafter shall exist perpetually.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 150, Via Tisdelle, Orange Park, Florida 32073, and the name of the Corporation's initial registered agent at that address is Paul E. S. Wyke.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

Paul E. S. Wyke
150, Via Tisdelle
Orange Park, FL 32073

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1).

The name and address of the initial director of the corporation is:

Paul E. S. Wyke
150, Via Tisdelle
Orange Park, FL 32073

ARTICLE VIII - PURPOSE

The purpose of this Corporation is:

- (a) Air cargo carrier service and the doing of any and all things related thereto.
- (b) The transaction of any and all other lawful business for which corporations may be incorporated and the doing of all lawful things related thereto.

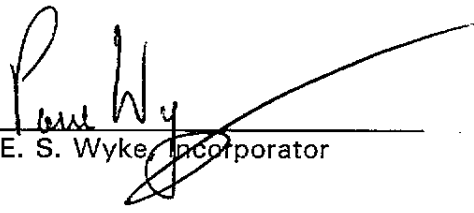
ARTICLE IX- RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 21st day of October, 2003.

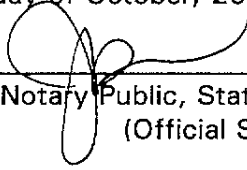


Paul E. S. Wyke, Incorporator

STATE OF FLORIDA
COUNTY OF CLAY

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Paul E. S. Wyke, who executed the foregoing Articles of Incorporation, and who is personally known to me or who produced the following form of identification: Dr. Lic..

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 21st day of October, 2003.



Notary Public, State of Florida
(Official Stamp)



John B. Moss
MY COMMISSION # CC986553 EXPIRES
January 28, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

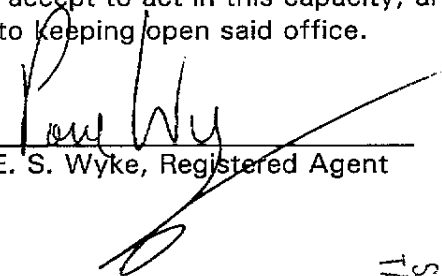
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

First - Ascot Air Cargo, Inc., desiring to organize under the laws of the State of Florida,
with its principal office as indicated in the Articles of Incorporation at 150, Via Tisdelle,
Orange Park, County of Clay, State of Florida, has named Paul E. S. Wyke, of 150, Via
Tisdelle, Orange Park, County of Clay, State of Florida, as its agent to accept service of
process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at
the place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said Act relative to keeping open said office.



Paul E. S. Wyke, Registered Agent

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03 OCT 24 AM 1:39
STATE
TALLAHASSEE, FLORIDA