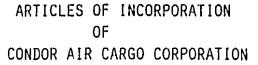
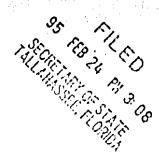
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THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPO-RATION ARE NATURAL PERSONS COMPETENT TO CONTRACT AND DO HEREBY ASSOCIATE THEMSELVES TO FORM A CORPORATION UNDER THE LAW OF THE STATE OF FLORIDA, U.S.A.

ARTICLE I

THE NAME OF INCORPORATION IS CONDOR AIR CARGO CORPORATION

ARTICLE II

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PER-MITED UNDER THE LAWS OF THE UNITED STATE AND STATE OF FLORIDA.

ARTICLE III

THE MAXIMUM NUMBER OF SHARE OF STOCK THAT THIS CORPORATION IS AUTHORIZE TO HAVE OUTSTANDING AT ONE TIME IS ONE HUNDRED SHARE, WITH FIVE DOLLAR PAR VALUE.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH THIS CORPORATION WILL BEGIN BUSINESS IS FIVE HUNDRED DOLLARS>(USD\$ 500.00)

ARTICLE V

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE VI

THE INITIAL POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS 13727 S.W. 152 ST. SUITE 242 . MIAMI, FLORIDA 33177-1106.

THE BOARD OF DIRECTORS MAY, FROM TIME TO TIME, MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII

THIS CORPORATION SHALL HAVE TWO DIRECTOR INITIALLY, THE NUMBER OF DIRECTOR MAY BE INCREASE FROM TIME TO TIME BY LAWS ADOPTED BY STOCKHOLDER, BUT SHALL NEVER BE MORE THAN TEN OR LESS THAN TEN.

ARTICLE VIII

THE NAME AND POST OFFICE ADDRESS OF INITIAL OF THE FIRST BOARD OF DIRECTOR ARE:

NAME	ADDRESS	OFFICER
RICARDO MUSIET	16823 S.W. 149 AVE.	PRESIDENT
	MIAMI, FLORIDA 33187	
MARIA DEL C.MUSIET	16823 S.W. 149 AVE.	SECRETARY
	MIAMI, FLORIDA 33187	

ARTICLE IX

THE NAME AND POST OFFICE OF THE SUBSCRIBER OF THESE ARTI-CLES OF INCORPORATION, THE NUMBER OF SHARE OF STOCK THAT THEY AGREE TO TAKE, AND VALUE OF THE CONSIDERATION THEREFORE IS:

NAME	ADDRESS	SHARE	CONSIDERATION
RICARDO MUSIET	16823 S.W. 149 AVE	100	USD\$ 500.00
	MIAMI, FLORIDA 33187.		

ARTICLE X

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED AT THE STOCKHOLDER'S MEETING BE MAJORITY OF THE STOCK ENTITLED TO VOTE THERE ON, UNLESS ALL OF THE DIRECTORS AND STOCKHOLDER SING A WRITTEN STATEMENT THEIR INTENTION BE MADE

RICARDO MUSIET

STATE OF FLORIDA COUNTY OF DADE.

I HEREBY CERTIFY THAT ON THIS DAY SEFORE NOTARY PUBLIC DULY AUTHORIZED IN THE STATE AND THE COUNTY NAMED ABOVE TO MAKE ACKNOWLEDGMENT, PERSONALLY APPAREL RICARDO MUSIET, TO ME KNOW TO BE IN PERSON DESCRIBED AS SUBSCRIBE IN AND WHO EXECUTED THE FOREGOING.

ARTICLES OF INCORPORATION , AND ACKNOWLEDGED BEFORE ME THAT THE SUBSCRIBED THOSE ARTICLES OF INCORPORATION. WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE THIS 31 DAY OF \overline{YER} , 1995

SIGNATURE:

R'ICARDO MUSIET

COMMISSION NO. CC394657 MY COMMISSION EXP. JULY 24,1996

OFFICIAL NOTARY SEAL JEFFERY FLEISCH NOTARY PUBLIC STATE OF FLORIDA

NOTARY PUBLIC STATE OF FLORIDA AT LARGE.

MY COMMISSION EXPIRES:

CERTIFICATION DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON PROCESS MAY BE SERVED.

IN PURSUANCE OF CHARTER 48.001, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED. IN COMPLIANCE WITH SAID ACT: THAT CONDOR AIR CARGO CORP. DESIRING TO ORGANIZE THE INDICATED IN THE ARTICLES OF INCORPORATION, AT CITY OF MIAMI, DADE COUNTY, STATE OF FLORIDA U.S.A. HAS NAMED RICARDO MUSIET, 16823 S.W. 149 AVE, MIAMI FLORIDA 33187 COUNTY OF DADE AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE ACKNOWLEDGEMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION , AT PLACE DESIGNATED IN THE CAPACITY AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

RESIDENT AGENT

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