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SUNSHINE ACCOUNTING
8 INSURANCE

1925 EAST 4th AVENUE No. 2 HIALEAH, RORIOA 33010

OFFICE USE ONLY

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Examiner's Initials

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (APITAL AIR- CALGO GSA INC. (Corporation Name) (Docum (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Walk in Pick up time _ Certified Copy Will wait Mail out Photocopy Certificate of Status **NEW FILINGS AMENDMENTS** Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger G: 412, REGISTRATION/ OTHER FILINGS QUALIFICATION Annual Report Foreign EFFECTIVE DATE Fictitious Name Limited Partnership Name Reservation Reinstatement

Trademark

Other

CR2E031(10/92)

ARTICLES OF INCORPORATION

OF

CAPITAL AIR CARGO GSA INC.

Article I - Name

The name of this corporation is: CAPITAL AIR CARGO GSA INC.

Article II - Duration

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these articles.

Article III - Purpose

This corporation is organized for the purposed of transacting any or all lawfull business.

Article IV - Capital Stock

This corporation is authorized to issue 100 SSS shares of \$50.00 par value Common Stock with 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 wich he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at wich it is offered to others.

EFFECTIVE DATE

Article VI - Initial Principal Office and Agent

The Street address of the initial principal office of this corporation is 2641 NW 67 AVE # 700 MIAMI FL 33122 and the name of the initial registered agent of this corporation is: LUCRECIA E JOHNSON 814 WEST 80 PL HIALEAH FL 33014

Article VII - Initial Board of Directors

This corporation shall have 5 director initially. The number of directors may be either increased of diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

JUAN F TORUNO	2641	NW	67	AVE	BUILDING	#	700	MIAMI	FL	33122
JULIO A DADA	2641	NW	67	ΛVE	BUILDING	#	700	MIAMI	FL	33122
JAVIER AYALA	2641	NW	67	AVE	BUILDING	#	700	MIAMI	FL	33122
IVAN NAVARRO	2641	NW	67	AVE	BUILDING	#	700	MIVMI	FL	33122
RAUL R ENRIQUEZ	2641	NW	67	AVE	BUILDING	#	700	MIAMI	FL	33122

Article VIII - Incorporator

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

JUAN F TORUNO 2641 NW 67 AVE # 700 MIAMI FL 33122 JULIO A DADA 2641 NW 67 AVE # 700 MIAMI FL 33122

RAUL R ENRIQUEZ 2641 NW 67 AVE # 700 MIAMI FL 33122 IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 21day of APRIL of 1995

JUAN F TORUNO

JULIO A

RAUL R ENRIQUEZ

STATE OF FLORIDA)
COUNTY OF DADE)

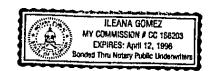
Before mo, a notary public authorized to take acknowledgments in the satate and county set forth above, personally appeared JUANF TORUNO, JULIO A DADA AND RAUL R ENRIQUEZ known to me and known by me to be the person who executed the foregoing articles of incorporation, and acknowledged before me that he executed these articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 21 day of APRIL of 1995

Notary Public, State of Florida

at Large

My commission expires:



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

In pursuance of Chapter 48,091 Florida Statues, the following is submitted, in compliance with said Act:

First: CAPITAL AIR CARGO GSA INC.

Desiring to organize under the laws of the State of Florida with its

principal office at 2641 NW 67 AVE # 700 MIAMI FL 33122

has named LUCRECIA E JOHNSON 814 WEST 80 PL HIALEAH FL 33014

95 APR 25 PH 3: 59 ALLAHASSEE, FLORID

ACKNOWLEDCHENT:

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

LUCRECIA E JOHNSON