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MORTON H. SILVER
Attorney at Law

May 2, 1995

P.O. Box 591410
International Airport Bv.
Miami, Florida 33198
Phone (305) 871-8030 • 248-3322
Fax (305) 245-0535

Hon. J. Kassees
Directors Office
Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

Attention: Jo Mynard

Privileged & Confidential

In re: Registration of AMERICAN CARGO SERVICES, Inc.

Dear Sir:

Enclosed please you will find duly executed articles for the above corporation, together with a check to cover the costs of registering same.

Thank you very much.

Very truly yours,



MORTON H. SILVER

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****122.50 ****122.50

MHS:gn
encl.
cc. Carlos Manrique
Cpt/6/Secretary2

Morton Silver GAVE
AUTHORIZATION BY PHONE TO
CORRECT prin. off. add.
DATE 5-4-95
LOC. EXAM Stella

5/4

ARTICLES of INCORPORATION
of
AMERICAN CARGO SERVICES. Inc.

The undersigned incorporators under these Articles of Incorporation, in order to form a corporation under the laws of Florida, hereby certify:

ARTICLE 1- The name of the corporation is:

AMERICAN CARGO SERVICES. Inc.

ARTICLE 2- This corporation is to exist perpetually.

ARTICLE 3- The general purposes for which this corporation is organized is:

(a) To engage in the business of furnishing every kind of support service to airlines, including, but not limited to cargo palletizing, cargo packaging, cargo handling, cargo loading, cargo off-loading, administration, office personnel, cargo handling, aircraft maintenance, ticket handling, cargo and passenger ticket sales and promotion, freight forwarding, import and export documentation and services, custom documentation and any other service in connection with the airline business, both cargo and passenger, both at wholesale or retail, as principal or agent, and any other business in connection therewith.

(b) To do anything which a corporation may lawfully do under the laws of the State of Florida.

ARTICLE 4- The aggregate number of shares of stock which the corporation shall have authority to issue is 50 shares of no par value, capital stock.

ARTICLE 5- The street address of the initial registered office of the corporation is: 9079G S.W. 133 Ct., Miami, Florida, 33186 and the name of its initial registered agent at such address is Carlos Manrique. The principal office address shall be the same.

ARTICLE 6- This corporation shall have not less than one director

on the Board of Directors initially. The By-Laws may increase or diminish the number of directors, but shall never be less than one. The names and addresses of the members of the first Board of Directors are:

Name: Carlos Manrique.

Address: 9079G S.W. 133 Ct., Miami, Florida, 33186

Name: Reinaldo Portal

Address: 12001 S.W. 105 Terr., Miami, Florida 33186

Name: Ubaldo Roncallo

Address: 19405 Lenaire Dr., Miami, Florida 33157

ARTICLE 7- The name and address of each incorporator of the corporation is:

Name: Carlos Manrique.

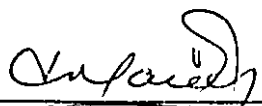
Address: 9079G S.W. 133 Ct., Miami, Florida, 33186

Name: Reinaldo Portal

Address: 12001 S.W. 105 Terr., Miami, Florida 33186

Name: Ubaldo Roncallo

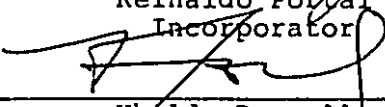
Address: 19405 Lenaire Dr., Miami, Florida 33157



Carlos Manrique.
Incorporator



Reinaldo Portal
Incorporator



Ubaldo Roncallo
Incorporator

STATE OF FLORIDA:

COUNTY OF DADE :

Acknowledgment

PERSONALLY APPEARED before me, the undersigned authority, Carlos Manrique, Reinaldo Portal and Ubaldo Roncallo, to me well known as the person(s) described as Incorporator(s) in the above Articles of Incorporation, and acknowledged it to be their deed.

WITNESS my hand and seal this 2 day of May, 1995 at City of Miami, County of Dade, State of Florida.


Notary Public- State of Florida

My Commission Expires:




WANDA TELLECHEA
MY COMMISSION # CC 180852 EXPIRES
MARCH 15, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above named corporation and to act as its Registered Agent at the place designated in the foregoing Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of said duties.

Dated: May 2 1995


REGISTERED AGENT
Carlos Manrique.
9079G S.W. 133 Ct.
Miami, Florida, 33186

050295/CPT-6/CORP2