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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS MIAMI
4437 SHERIDAN AVE

DEPARTMENT OF STATE

STATE OF FLORIDA

400 EAST GAINES STREET

TALLAHASSEE, FL 32399

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MIAMI BEACH FL 33140 0000

CONTACT: JOSEPH MATA

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SEA INLAND AIR INTERNATIONAL INC.

FAX AUDIT NUMBER: H95000008290

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/27/1995

TIME REQUESTED: 11:48:35

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER: 075114001215

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FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

August 3, 1995

CORPORATE CREATIONS MIAMI

MIAMI BEACH, FL

SUBJECT: SEA INLAND AIR INTERNATIONAL INC.
REF: W95000015586

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please complete Article(s) VII.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6975.

Jerri Weinmann
Document Examiner

FAX Aud. #: H95000008290
Letter Number: 595A00036453

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

Articles of Incorporation
of
Sea Inland Air International Inc.

Article I. Name

EFFECTIVE DATE
7/1/95

The name of this Florida corporation is:

Sea Inland Air International Inc.

Article II. Address

The mailing address of the Corporation is:

Sea Inland Air International Inc.
6980 NW 53rd Terrace
Miami, FL 33166

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TALLAHASSEE, FLORIDA

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Jorge Lopez
Sandler Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami, FL 33126

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Jorge Lopez FL Bar Member 0582328
Sandler Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami, FL 33126
305-267-9200 • Fax 305-267-5155

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Henry Zuñivar

Article VI. Incorporator

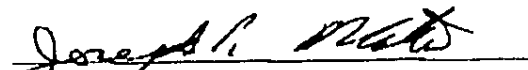
The name and address of the incorporator is:

Jorge Lopez
Sandler Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami, FL 33126

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of July 31, 1995

The undersigned incorporator executed these Articles of Incorporation on the date first set forth below.


Jorge Lopez
by: Joseph P. Mata as attorney-in-fact

Date: August 3, 1995

Jorge Lopez FL Bar Member 0582328
Sandler Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami, FL 33126
305-267-9200 • Fax 305-267-5155

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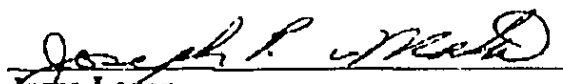
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

CORPORATION:
Sea Inland Air International Inc.

REGISTERED AGENT:
Jorge Lopez
Sandler Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami, FL 33126

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Jorge Lopez

by: Joseph P. Mata as attorney-in-fact

Date: August 2, 1995

Jorge Lopez FL Bar Member 0582328
Sandler Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami, FL 33126
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