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((H95000009152)) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: FAS-T CORP. AGENTS, INC.  
DEPARTMENT OF STATE 8405 NW 53RD ST  
STATE OF FLORIDA SUITE C-100  
409 EAST GAINES STREET MIAMI FL 33166-0000  
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ  
FAX: (904) 922-4000 PHONE: (305) 599-0039  
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((H95000009152)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: COSTA RICA CARGO AIRWAYS, INC.  
FAX AUDIT NUMBER: H95000009152 CURRENT STATUS: REQUESTED  
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TALLAHASSEE FLORIDA

55 AUG 21 AM 10:02  
TALLAHASSEE FLORIDA

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**CERTIFICATE OF INCORPORATION  
OF  
COSTA RICA CARGO AIRWAYS, INC.**

WE, the undersigned, in order to form a corporation for profit for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and do adopt the following Articles of Incorporation:

**ARTICLES OF INCORPORATION**

**ARTICLE I.**

The name of this corporation shall be: COSTA RICA CARGO AIRWAYS, INC.

**ARTICLE II.**

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

(a). To engage in the business of commercial and/or private aviation transport of cargo and/or passenger as the business may permit it, including but not limited to the forwarding of merchandise in general and the acquisition of airplanes wether by purchase or lease together with any and all accessory equipment that may be needed for the operation of the company and in particular to enter into contracts and or acquired interest, rights and ownership in other Airlines Company wether established in the United States, or in a foreign country as may be needed for the purpose of the Corporations business.

CARLOS M. MENDEZ, ESQ.  
Fla. Bar No: 232221  
1800 West 49th St., #203  
Hialeah, Fl. 33012  
Tel: (305) 885-5376

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(b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government.

(c) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any interest, estate and rights in real property, and personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

(d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(e) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except for the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or

indirectly, nor counted as outstanding for the purposes of any stockholder' quorum or vote.

(f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III.

The maximum number of shares of stock which this corporation shall have outstanding at any time, shall be THREE HUNDRED (300) shares, all of which shall be of \$1.00 par value, and each of which shares shall be issued fully paid and non-assessable, shall be payable in lawful money of the United States of America, or in services or property at just valuation, to be fixed by the Directors of this corporation at the organizational meeting, or any other meeting held for that purpose.

The above amount of shares shall represent the total investment of capital as book value and any other funds deposited into the corporation shall be considered shareholders loan. The term funds used above means either cash, goods, or any valuable instrument brought into the corporation.

ARTICLE IV.

The initial registered office of the corporation is: 10697 S.W. 76th Terrace Miami Florida 33173 and the initial registered agent at such address is LIGIA M. RAMIREZ.

ARTICLE V.

This corporation is to have perpetual existence.

ARTICLE VI.

The initial Post Office Address of the principal office of this corporation in the State of Florida is: 10697 S.W. 76th Terrace Miami Florida 33173.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII.

This corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII.

The names and post office addresses of the first Board of Directors and officers of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

LIGIA M. RAMIREZ,	President & Director	1290 NIGHTINGALE AVE Miami Springs, Fl 33166
EDGAR FONSECA	Secretary/ Treasurer & Director	10697 S.W. 76th Terr Miami Florida 33173

ARTICLE IX.

The names and Post office addresses of the subscribers

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to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
LIGIA M. RAMIRRE	1290 Nightingale Ave Miami Springs Fl 33166	210	\$210.00
EDGAR YONSECA	10697 S.W. 76th Terr Miami Florida 33173	90	\$ 90.00

ARTICLE X.

The management and control of the business of this corporation shall be conducted under the directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to-wit: a President; one or more Vice-Presidents; a Treasurer and a Secretary; one or more of said officers may hold one or more offices.

ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the Stockholders, and approved at a stockholders' meeting by a majority of the stock entitle to vote thereon.

ARTICLE XII.

In furtherance, and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

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(a) To adopt and amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

(c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.

(d) When and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of its property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this 17th day of August, 1995.

  
\_\_\_\_\_  
OLGA M. RAMIREZ  
  
\_\_\_\_\_  
EDGAR FONSECA

