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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W. FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135 062-5000
TALLAHASSEE, FL 32309 CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (904) 922-4000 FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MERCOSUR AIR CARGO CORPORATION
FAX AUDIT NUMBER: H95000009523 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/28/1995 TIME REQUESTED: 17:27:53
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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FILED
95 AUG 29 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
50:00 PM 02/27/95

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ARTICLES OF INCORPORATION
OF
MERCOSUR AIR CARGO CORPORATION

95 JUN 29 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is MERCOSUR AIR CARGO CORPORATION.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the transaction of any or all lawful business permitted under the laws of the United States and the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of stock by the corporation whether it be previously unissued shares authorized in the Articles of Incorporation originally filed or new shares created by amendment thereto, shall have the right to purchase his pro-rata share thereof at the same price and under the same terms at which it is offered to others.

Robert A. Milne
Florida Bar Number 622338
9380 South Dixie Highway PH2
Miami, Florida 33156
Phone Number: 305-670-9994
Fax Number: 305-670-0948

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ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

ARTICLE VI. BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business shall be the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial principal office of this corporation in the State of Florida is 4353 N.W. 72nd Avenue, Miami, Florida 33166. The Board of Directors may, from time to time, move the principal office to any other address.

The name of the initial Registered Agent of this corporation is Francisco G. Morales, whose address is located at 4353 N.W. 72nd Avenue, Miami, Florida 33166.

ARTICLE IX. DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time, by the By-laws adopted by the stockholders but there shall always be at least one (1) Director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a Director or Officer of the corporation and each person who serves, at the request of the corporation, as a Director or Officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his being a Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall adjudge

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that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in anyway be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are Directors or Officers of such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall be known to the Board of Directors of the corporation or such member thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transactions, with the like force and effect as if he were not a Director or Officer of such other corporation or not so interested.

ARTICLE X. INITIAL OFFICERS AND DIRECTORS

The names and post office address of the initial Directors and Officer of the corporation is:

OFFICERS AND SPECIFIC ADDRESS

Luis E. Morales, President
Jorge Morales, Vice President
Francisco G. Morales, Secretary and Director
4353 N.W. 72nd Avenue, Miami, FL 33166

ARTICLE XI. SUBSCRIBER

The name and post office address of the Subscriber to these Articles of Incorporation is Francisco G. Morales, 4353 N.W. 72nd Avenue, Miami, FL 33166.

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ARTICLE XII. AMENDMENTS

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 it to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned has set his hand and seal and has acknowledged and filed in the Office of the Secretary of the State of Florida as Subscriber of MERCOSUR AIR CARGO CORPORATION.


FRANCISCO G. MORALES
CORPORATE SUBSCRIBER

STATE OF FLORIDA) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in this state of and county above named to take acknowledgments, personally appeared FRANCISCO G. MORALES, the person described as Subscriber in and who executed the foregoing Articles of Incorporation for MERCOSUR AIR CARGO CORPORATION to those Articles of Incorporation and who is personally known to me or has provided a state driver's license.

WITNESS my hand and official seal at Miami, Dade County, Florida this 25th day of August, 1995.

(SEAL) 
(signature) NOTARY PUBLIC, State of Florida
Commission Number:

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DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state naming the agent upon which process may be served and the names and addresses of the officers and directors.

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes.

MERCOSUR AIR CARGO CORPORATION a corporation organized (or organizing) under the laws of the State of Florida with its principal office located at 4353 N.W. 72nd Avenue, Miami, FL 33166 has named Francisco G. Morales as its agent to accept service of process within this state.

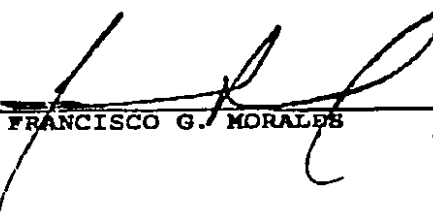
OFFICERS AND SPECIFIC ADDRESS

Luis E. Morales, President
Jorge Morales, Vice President
Francisco G. Morales, Secretary and Director
4353 N.W. 72nd Avenue, Miami, FL 33166

ACCEPTANCE:

I agree as Resident Agent of MERCOSUR AIR CARGO CORPORATION to accept Service of Process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept Service of Process, at the above Florida designated address) in some conspicuous place in the office as required by law.

BY:


FRANCISCO G. MORALES

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95 AUG 29 AM 11:57
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TALLAHASSEE, FLORIDA

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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM

ELECTRONIC FILING COVER SHEET

((H9600000248))

TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

400 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

1492 W FLAGLER ST

SUITE 200

MIAMI FL 33135-

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

DOCUMENT TYPE: BASIC AMENDMENT

((H98000000241))

NAME: MERCOSUR AIR CARGO CORPORATION

FAX AUDIT NUMBER: H96000000248

DATE REQUESTED: 01/06/1996

CERTIFIED COPIES: 0

NUMBER OF PAGES: 2

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01 JUN-5 PM 1:10
TALLAHASSEE

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FILE (2)

6000-5 10 21 33

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

MERCOSUR AIR CARGO CORPORATION # P45000066675
Shareholder and Director's Meeting of the Sole Director and
Shareholder

Present: Francisco Morales
Sole Director and Shareholder

There being a quorum present it is

RESOLVED that the corporation pursuant to Florida Statutes
607.1006 adopt the following articles of amendment to its Articles
of Incorporation:

First : Amendment Adopted: Article X is amended as follows:

The officers of the corporation shall be:

Francisco G. Morales President and Director and
Assistant Secretary

Silvio Martinez Secretary and Vice President

The foregoing amendment to be effective immediately.

The amendment having been adopted by the sole Director and
Shareholder and there being no further business, the meeting was
adjourned.

Signed this 3rd day of January, 1996.

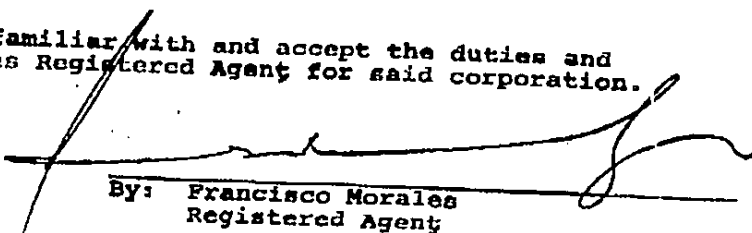
Signature: 
Francisco Morales
Director

Seal

mercour/amendment

I hereby am familiar with and accept the duties and
responsibilities as Registered Agent for said corporation.

Leonardo A. Roth, Esq.
Fl. Bar No. 747793
9350 S. Dixie Hwy PH2
Miami, FL 33155
(305) 70-9994

By: 
Francisco Morales
Registered Agent

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