

P 96000031793

ROTH & SCHOLL
ATTORNEYS AT LAW

1800 BAN REMO AVENUE

SUITE 170

CORAL GABLES, FLORIDA 33146

TELEPHONE: (305) 862-4141

FAX: (305) 862-3816

JEFFREY C. ROTH, P.A.
DENNIS SCHOLL, P.A.

April 4, 1996

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 APR - 8 PM 3:10

RE: A.L. Air Cargo, Inc.

Dear Sir:

Enclosed are duplicate originals of the Articles of Incorporation for the above corporation. Also enclosed is my check in the amount of \$122.50. Please file the enclosed articles, and forward me written confirmation of the same. Thank you for your anticipated prompt attention to this matter.

Very truly yours,


JEFFREY C. ROTH

JCR:gkm
ENCLS.

cc: Mr. Tony Romeo (with encls.)
Mr. Fernando A. Jimenez (with encls.)

200001772752
-04/08/96--01090--009
***122.50 ***122.50

g 4/11/96

ARTICLES OF INCORPORATION

OF

A.L. AIR CARGO, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR -8 PM 3:10

ARTICLE I
NAME

The name of the corporation is A.L. AIR CARGO, INC.

ARTICLE II
PURPOSE

This corporation shall be authorized to transact all legal business of any nature.

ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is c/o Roth & Scholl, 1500 San Remo Avenue, Suite 176, Coral Gables, FL 33146.

ARTICLE IV
CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value Per</u> <u>Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$1.00	Common

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 which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is c/o Roth & Scholl, 1500 San Remo Avenue, Suite 176,

Coral Gables, FL 33146, and the name and address of the initial registered agent of this corporation is:

<u>Name</u>	<u>Address</u>
Jeffrey C. Roth	Roth & Scholl 1500 San Remo Avenue, Suite 176 Coral Gables, FL 33146

ARTICLE VII
COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial directors of this corporation is:

<u>Name</u>	<u>Address</u>
Rose Mary Jimenez	1450 N.W. 108 Avenue, Apt. 258 Plantation, FL 33332
Beatrice D. Craft	600 N.E. 36 Street, PH-26 Miami, FL 33132

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation for the purposes therein expressed is:

<u>Name</u>	<u>Address</u>
Jeffrey C. Roth	Roth & Scholl 1500 San Remo Avenue Suite 176 Coral Gables, FL 33146

ARTICLE X
BY LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI
INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

**ARTICLE XII
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

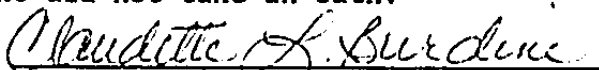
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of April, 1996.



Incorporator - Jeffrey C. Roth

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to and acknowledged before me this 4th day of April, 1996 by Jeffrey C. Roth, who is personally known to me and who did not take an oath.



Notary Public, State of Florida
At Large

My Commission Expires:

5/27/97

Notary's printed name & address:

CLAUDETTE L. BURDINE
c/o Roth & Scholl
1500 San Remo Avenue, Suite 176
Coral Gables, FL 33146



CLAUDETTE L. BURDINE
MY COMMISSION # CC280122 EXPIRES
May 27, 1997
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS IN THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that A.L. Air Cargo, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Coral Gables, County of Dade, State of Florida, has named Jeffrey C. Roth, located at Roth & Scholl, 1500 San Remo Avenue, Suite 176, Coral Gables, Fl 33146 as its agent to accept service of process within the State.

Acknowledgement:

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



JEFFREY C. ROTH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -8 PM 3:10