

P960000 47602

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

No 52810

RE: Aero Express Service, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
_____ Capital Express™		
_____ Art. of Inc. File		
_____ Corp. Record Search		
_____ Ltd. Partnership File		
_____ Foreign Corp. File		
_____ () Cert. Copy(s)		
_____ Art. of Amend. File		
_____ Dissolution/Withdrawal		
_____ C U S-		
_____ Fictitious Name File		
_____ Name Reservation		
_____ Annual Report/Reinstatement		
_____ Reg. Agent Service		
_____ Document Filing		
_____ Corporate Kit		
_____ Vehicle Search		
_____ Driving Record		
_____ Document Retrieval		
_____ UCC 1 or 3 File		
_____ UCC 11 Search		
_____ UCC 11 Retrieval		
_____ File No.'s, _____ Copies		
_____ Courier Service		
_____ Shipping/Handling		
_____ Phone ()		
_____ Top Priority		
_____ Express Mail Prep.		
_____ FAX () pgs.		

C.C. FEE.
 DISBURSED
 96 JUN -5 AM 11:37
 TALLAHASSEE, FL 32301

FILED

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

RECEIVED
 96 JUN -5 AM 9:49
 DIVISION OF CORPORATION

R. CHESLER JUN 5 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	6/5		
TIME	9:20		CK No. _____
BY	[Signature]		

WALK-IN Will Pick Up _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
AERO EXPRESS SERVICES, INC.**

FILED
96 JUN -5 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE ONE: The name of the corporation is Aero Express Services, Inc.

ARTICLE TWO: The duration of the corporation is perpetual.

ARTICLE THREE: The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any trade or business for any lawful purpose.

ARTICLE FOUR: The aggregate number of shares which the corporation is authorized to issue is ONE HUNDRED (100). Such shares shall be of single class, and shall have a par value of No and ten/one hundredths (\$0.10) Dollar per share.

ARTICLE FIVE: The street address of the initial principal office of the corporation is 2900 Greenbriar Boulevard, Wellington, Florida 33414, and the name of its initial registered agent is DEAN A. EBERLY, at the same address.

ARTICLE SIX: The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of the person who is to serve as member of the initial board of directors is:

DEAN A. EBERLY	2900 Greenbriar Boulevard Wellington, Florida 33414
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ARTICLE SEVEN: The name and address of the incorporator is:

DEAN A. EBERLY	2900 Greenbriar Boulevard Wellington, Florida 33414
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ARTICLE EIGHT: The Articles of Incorporation may be amended in the manner provided by law.

EXECUTED by the undersigned at West Palm Beach, Florida, this 3rd day of June, 1996.



DEAN A. EBERLY

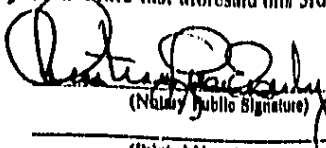
STATE OF Florida)
) ss:
COUNTY OF Palm Beach)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared DEAN A. BIERLY,

- personally known to me, or
 has produced _____ as identification

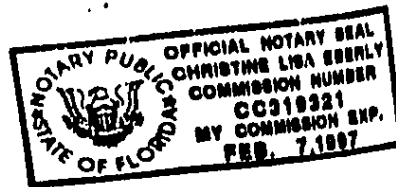
and who, being duly sworn, executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of June, 1996.


(Notary Public Signature)

(Printed Name)

My Commission Expires:
My Commission No. is:

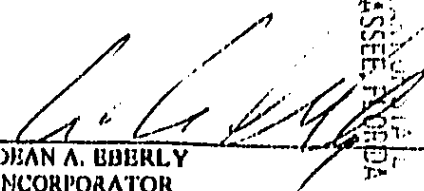


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT AERO EXPRESS SERVICES, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT WELLINGTON, STATE OF FLORIDA, HAS NAMED DEAN A. EBERLY, 2900 GREENBRIAR BOULEVARD, WELLINGTON, FLORIDA 33414, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

FILED
96 JUN -5 AM 11:37
TALLAHASSEE FLORIDA


DEAN A. EBERLY
INCORPORATOR

DATE: 6/4/96

ACKNOWLEDGEMENT OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


DEAN A. EBERLY
REGISTERED AGENT

DATE: 6/4/96