

7/10/96

FLORIDA DIVISION OF CORPORATIONS

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PROFIT AGENCY INDUSTRIES, INC.

DEPARTMENT OF STATE

104 NW 11TH ST

STATE OF FLORIDA

MIAMI, FL 33137-289070

-0000

19 EAST WALKER STREET

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SKY INTERNATIONAL CARBO CORPORATION

FAX AUDIT NUMBER: H9600000956B

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

H96-09568

ARTICLES OF INCORPORATION
OF
SKY INTERNATIONAL CARGO CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUN 10 PM 5:05

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We the undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities - and liabilities of incorporation for profit and subject to the following provisions.

ARTICLE I

The name of the corporation shall be:
SKY INTERNATIONAL CARGO CORPORATION

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized with the purpose to engage - in the transaction of freight forwarding, import and export brokering of international and general merchandise, etc. and all other lawful activities of business permitted under the laws of the State of Florida and of the United --- States of America.

ARTICLE IV

The aggregate maximum number of shares which this corpora-- tion shall have authority to issue and have outstanding at anyone time is: One Thousand Shares at One Dollar Value.

ARTICLE V

This corporation shall begin business with no less than -- One Thousand Dollar (\$1,000.00).

ARTICLE VI

The post office address of the principal office of this -- corporation shall be: 7215 N.W. 79 Terrace, Miami, Florida 33166.

H96-09568
ICE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33139
305-588-8571

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ARTICLE VII

The name and address of the initial Registered Office of --
this corporation in the State of Florida is:

Humberto F. Berrio
7215 N.W. 79 Terrace
Miami, Florida 33166

ARTICLE VIII

The business of the corporation shall be managed by a Board
of Directors. The number of Directors, no less than one, no
more than five and shall be fixed by resolution of the ----
stockholders at regular or special meetings, subject to the
manner of holding such meetings prescribed by the by-laws.

ARTICLE IX

The name and post office address of the members of the Board
of Directors who shall serve as members thereof, are as ----
follows:

NAME	OFFICE	ADDRESS
Humberto F. Berrio	President	7215 N.W. 79 Terrace Miami, Florida 33166
Mirlan L. Berrio	Secretary	7215 N.W. 79 Terrace Miami, Florida 33166
Jesus H. Hernandez	Vice-President	Carretera 90 # 62-57 Bogota, Colombia

ARTICLE X

Distribution to incorporators is as follows:

Humberto F. Berrio	500 Shares	\$ 500.00 Value
Jesus H. Hernandez	500 Shares	\$ 500.00 Value

ARTICLE XI

Each stockholder before offering to sell or otherwise dispose
of the stock of this corporation, owned by him first offer --
such stock to the remaining stockholders of this corporation
and obtaining their refusal to purchase same, proceed to sell
at the fair market value thereof.

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ARTICLE XII

Amendments to the Articles of Incorporation, merger, consolidations or dissolution shall be approved and submitted to the stockholders for approval 100% of all votes will be necessary and thirty days notice shall be provided.

ARTICLE XIII

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of this -- Articles of Incorporation. Shall have all the general and --- additional powers now conferred upon it by the laws and the - by-laws.

IN WITNESS THEREOF, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this -- 1st Day of June 1996.

Humberto F. Berrio

Humberto F. Berrio - Incorporator

Jesus H. Hernandez

Jesus H. Hernandez - Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

Before me the undersigned authority duly authorized to administer oath and take acknowledgement, personally appeared ---
J HUMBERTO F. BERRIO AND JESUS H. HERNANDEZ -----

who after first being duly sworn, executed the foregoing ---
ARTICLES OF INCORPORATION, freely and voluntarily for the ---
purpose therein expressed.

IN WITNESS THEREOF I have hereunto set my hand and official -
seal at Miami, said County and State, this 1st Day of June,
1996.

Jose C. Jimenez
NOTARY PUBLIC, State of Florida, at
large.



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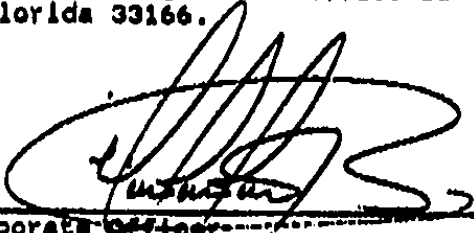
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT-REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida --
Statutes, the undersigned corporation, organized under the
laws of the State of Florida, submits the following -----
statement in designating the registered office/registered
agent in the State of Florida.

The name of the Corporation is SKY INTERNATIONAL CARGO
CORPORATION.

The name and address of the Registered Agent and office is
7215 N.W. 79 Terrace, Miami, Florida 33166.



Corporate Officer

Title: Vice-President

Dated: June 1st 1996.

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TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above
stated corporation, at the place designated in this certifi-
cate, I hereby agree to act in this capacity, and further --
agree, to comply with the provisions of all statutes relative
to the proper and complete performance of my duties; and ---
accept the duties and obligations of section 607.325,, Flori-
da Statutes.



Humberto F. Berrio, Registered
Agent accepting office.

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