

7/10/76

FLORIDA DIVISION OF CORPORATIONS

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YOU DIVISION OF CORPORATIONS

PROFIT ACH INDUSTRIES, INC.

DEPARTMENT OF STATE

84 NW 11TH ST

STATE OF FLORIDA

24 EAST WALKER STREET

MIAMI, FL 33134-289070

-0000

TALLAHASSEE, FL 32309

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SKY INTERNATIONAL CARBO CORPORATION

FAX AUDIT NUMBER: H9600000956B

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/10/1976

TIME REQUESTED: 13:30:08

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 070744001530

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96 JUL 10 PM 5:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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96 JUL 10 PM 3:02  
DIVISION OF CORPORATIONS

H96-09568

ARTICLES OF INCORPORATION  
OF  
SKY INTERNATIONAL CARGO CORPORATION

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 corporation 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.

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H96-09568  
ICE INDUSTRIES, INC.  
54 NW 11th Street  
Miami, FL 33136  
305-388-8571

H96-09568

#### 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 - Incorporator

  
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 --  
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.

  
NOTARY PUBLIC State of Florida at  
large.



OFFICIAL NOTARY SEAL  
JOSE C. JIMENEZ  
COMMISSION NO. 0047848  
MY COMMISSION EXP. OCT. 31, 1998

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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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SECRETARY OF STATE  
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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