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August 9, 1996

Florida Department of State
Division of Corporations
New Filings Section
409 East Gaines Street
Tallahassee, Florida 32399

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-03/20/96--01151--010
*****122.50 *****122.50

Please find attached original and a copy of the Articles of Incorporation for
CARGOPAR INTERNATIONAL AIRWAYS, INC. as well as:

- Certificate Designating Registered Agent
and Acceptance of Registered Agent Designation
- \$ 122.50 American Express' Money Order to cover the required fees

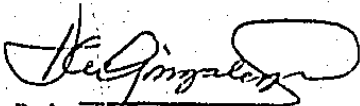
Please send me certified copy of the Articles to the following address:

Pedro A. Gonzalez
7955 N.W. 21st Street
Miami, Florida 33122-1616

Phone (305) 594-9402
Fax (305) 594-9180

FILED
95 AUG 20 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I appreciate your cooperation.


Pedro A. Gonzalez

AUG 22 1996 BSB

**ARTICLES OF INCORPORATION
OF
CARGOPAR INTERNATIONAL AIRWAYS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

CARGOPAR INTERNATIONAL AIRWAYS, INC.

ARTICLE II - DURATION

This corporation shall commence its existence immediately upon filing these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved, according to the law.

ARTICLE III- PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

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

Authorized	Number of Shares Per Share	Par Value Stock	Class of
1,000	\$1.00	Voting Common	

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may either be increased or decreased from time to time by the bylaw but shall never be less than one. The name and address of the initial director of this corporation is:

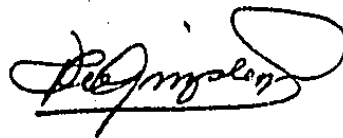
Name	Address
Pedro A. Gonzalez	7955 N.W. 21st Street Miami, Florida 33122

ARTICLE VI - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 15 day of August 1996

Incorporator



STATE OF FLORIDA)
) SS
COUNTY OF DADE)

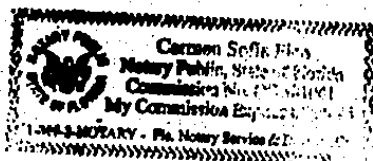
BEFORE ME, the undersigned authority, personally appeared, Pedro A. Gonzalez known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledge before me that he executed the same for purposes herein expressed.

WITNESS my hand and official seal in the State and County aforementioned this 19 day of August 1996

My commission Expires:

6/8/98

NOTARY PUBLIC



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND ACCEPTANCE OF REGISTERED AGENT DESIGNATION**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST: That CARGOPAR INTERNATIONAL AIRWAYS, Inc. is qualified to do business under the laws of the State of Florida with its principal office at 7955 N.W. 21st. Street, Miami, Florida 33122 and has appointed:

Pedro A. Gonzalez, 7955 N.W. 21st. Street, Miami, Florida 33122 agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

By:


Pedro A. Gonzalez

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Registered Agent