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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MEXICARGO USA, INC.

AUDIT NUMBER.....H96000013920

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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**ARTICLES OF INCORPORATION
OF
MEXICARGO USA, INC.**

THE UNDERSIGNED has executed the following pursuant to the Florida Business Corporation Act as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida and each adopts the following:

ARTICLE I - CORPORATE NAME

The name of the corporation shall be **MEXICARGO USA, INC.**

ARTICLE II - TERM OF EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - CORPORATE ADDRESS

The principal place of business and mailing address of this corporation shall be: 777 Brickell Avenue, Suite 1114, Miami, Florida 33131.

ARTICLE IV - NATURE OF BUSINESS AND POWERS

This corporation shall conduct the business of buying, selling and handling air cargo and air cargo services and any other lawful activity necessary to be conducted in order to carry out the business in accordance with Florida corporation law. It shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds, and all other negotiable papers to hold, bind, and sell stock of other corporations, secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary and incidental to the powers herein specifically designated and any such power designated and expressed in the laws of the State of Florida, Statute 607.011.

Document prepared by: Stephen G. Murty, Esq.
Florida Bar No. 351717
Murty & Tome, P.A.
777 Brickell Avenue
Suite 1114
Miami, Florida 33131
Tel: (305) 373-6400

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ARTICLE V - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000 shares, having a \$1.00 par value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall only be one (1) class of stock of this corporation.

ARTICLE VI - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The name and address of the initial registered agent of this corporation shall be:

**STEPHEN G. MURTY, ESQUIRE
MURTY & TOME, P.A.
777 BRICKELL AVENUE, SUITE 1114
MIAMI, FLORIDA 33131**

ARTICLE VII - INITIAL DIRECTORS

The officers of the corporation shall initially be as follows, and each shall remain as such until removed or a new officer is elected and qualified to serve:

STEPHEN G. MURTY, ESQUIRE - Director and President

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

**STEPHEN G. MURTY, ESQ
777 Brickell Avenue, Suite 1114
Miami, Florida 33131.**

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written

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statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

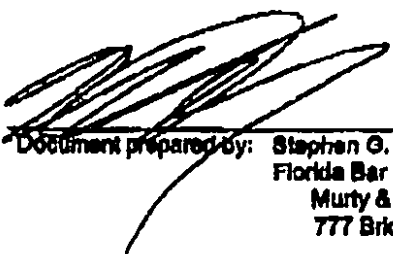
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 2nd day of October 1996.


STEPHEN G. MURTY, ESQUIRE
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me, the undersigned authority, this 2nd day of OCTOBER, 1996, by STEPHEN G. MURTY, ESQUIRE who is personally known to me.


Notary Public Elizabeth Angela Martinez
Notary Public, State of Florida
Commission No. 00388681
My Commission Expires 06/01/99
Print Name: Elizabeth Angela Martinez


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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **MEXICARGO USA, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at **777 Brickell Avenue, Suite 1114, Miami, Florida 33131** in the County of Dade, State of Florida, has named **STEPHEN G. MURTY, ESQUIRE**, whose offices are located at **777 Brickell Avenue, Suite 1114, Miami 33131, County of Dade, State of Florida**, as its agent to accept service of process within this state.

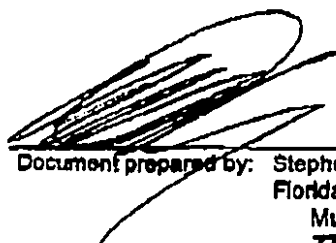
ACCEPTANCE OF REGISTERED AGENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

REGISTERED AGENT:


STEPHEN G. MURTY, ESQUIRE

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