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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

PHONE: (305)599-0039

FAX #: (305)716-0346

NAME: U.S.A. AVIATION, INC.

AUDIT NUMBER.....H96000017085

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3H  
12/6/96

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ARTICLES OF INCORPORATION  
U.S.A. AVIATION, INC..

We, the undersigned, are desirous of forming a corporation under the laws of the State of Florida, such laws that are applicable to corporations for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Certificate of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be U.S.A. AVIATION, INC. and its principle place of business shall be 12265 S.W. 130 ST MIAMI, FL. 33186 and any other location that the board of directors may deem appropriate.

ARTICLE II

RESIDENT AGENT

The resident agent of the corporation shall be 9624 S.W. 148 CT. MIAMI, FL 33186

ARTICLE III

GENERAL NATURE OF BUSINESS

The general purpose or object to be transacted, promoted or carried on by this corporation is any activity or business permitted under the laws of the United States and of the State Florida.

ARTICLE IV

SHARES OF STOCK - NUMBER

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is five hundred (500) of common stock of the par value for \$1.00 per share.

ARTICLE V

AMOUNT OF CAPITAL

The amount of capital with which the corporation will begin business will be a minimum of five hundred dollars (\$500.00).

Prepared by: ACCOUNTS, LTD.  
17891 S. Dixie Hwy  
Miami, FL 33157  
(305) 232-1640

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P.03

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ARTICLE VI

DURATION

This corporation is to have perpetual existence, commencing upon the approval by the Secretary of State of this certificate of incorporation.

ARTICLE VII

DIRECTORS

The affairs of the corporation will be managed by 1 Director. The names and addresses of the individuals who are to serve as directors until new directors are elected at the shareholders meeting are:

NAME  
ERICA OLMOS

9624 S.W. 140 CT.  
MIAMI, FL. 33186

ARTICLE VIII

OFFICERS

The names and addresses of the individual who will serve as the initial officer of the corporation until new officers of the corporation are appointed at the time of the first meeting of the shareholders are as follows:

NAME  
ERICA OLMOS

(PRESIDENT)

ADDRESS  
9624 S.W. 140 CT.  
MIAMI, FL 33186.

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We, the undersigned, being the original subscribers to this certificate of incorporation, do hereby make, subscribe, acknowledge and file this certificate and certify that the facts stated herein are true, and have hereunto set my hand and seal this 15 day of NOV 1996.

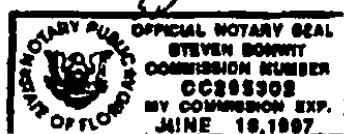
  
ERICA OLMOS

STATE OF FLORIDA

COUNTY OF DADE

BEING IT REMEMBERED that on this 15 day of NOV 1996, personally came before me, a notary public of the State of Florida, the party to the foregoing certificate of incorporation, known to me personally to be such, and acknowledged the said certificate to be the acts and deeds of the signer, and that the facts herein are truly set forth.

Given under my hand and seal the day and year aforesaid,



  
NOTARY PUBLIC

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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.

1. The name of the corporation is U.S.A. AVIATION, Inc.
2. The name and address of the registered agent and office is  
ERICA OLMOS 9624 S.W. 148th Ct.  
Miami, Fl 33186

SIGNATURE

TITLE

DATE

*[Signature]*

PRES

11/15/96

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREED TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

*[Signature]*

11/15/96

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