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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES, INC.

ACCT#: 070744001530

CONTACT: PAM FRIEDMAN

FAX #: (305)358-7832

PHONE: (305)358-2571

NAME: AIR ATLANTIC DOMINICANA, INC.

AUDIT NUMBER.....H97000005509

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

CERT. OF STATUS..0

PAGES..... 3

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. REGISTER APR 3 1997

H97-5509

ARTICLES OF INCORPORATION
OF
AIR ATLANTIC DOMINICANA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

AIR ATLANTIC DOMINICANA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2513-A NW 72ND AVENUE

MIAMI, FLORIDA 33122

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 SHARES - PAR VALUE \$ 1.00 PER SHARE

995 SHARES Carlos J Chevallier

5 SHARES Luis A Gonzalez

H97-5509
PREPARED BY:
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-389-2571

H97-5509

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of this Initial registered agent is:

LUIS A GONZALEZ
2513-A NW 72 ND AVENUE
MIAMI, FLORIDA 33122

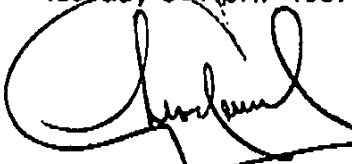
ARTICLE V INCORPORATORS

The name and street address of the Incorporator to these Article are:

CARLOS J CHEVALIER
2513-A NW 72 ND AVENUE
MIAMI, FLORIDA 33122

LUIS A GONZALEZ
2513-A NW 72 ND AVENUE
MIAMI, FLORIDA 33122

The undersigned have executed these Articles of Incorporation this
1st day of April 1997.



CARLOS J CHEVALIER
President-Secretary



LUIS A GONZALEZ
Vice President-Treasurer

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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:

AIR ATLANTIC DOMINICANA, INC.

2. The name and address of the registered agent and office is:

LUIS A GONZALEZ
2513-A NW 72 ND AVENUE
MIAMI, FLORIDA 33122

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 ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT

Signature _____

Date April 1, 1997

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STATE OF FLORIDA
TALLAHASSEE

H97-5509