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LAW OFFICES  
JARVIS & ASSOCIATES  
Penthouse One  
550 Biltmore Way  
Coral Gables, Florida 33134

James W. Jarvis  
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May 23, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Air Cargo Group, Inc.

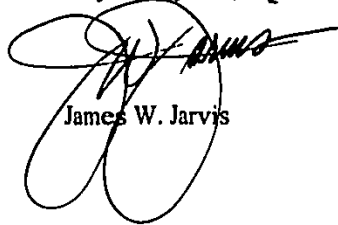
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\*\*\*\*\*122.50 \*\*\*\*\*122.50

Dear Sir or Madam:

Enclosed please find our check in the amount of \$122.50 for the filing of the attached Articles of Incorporation for Air Cargo Group, Inc.

Your prompt attention to this matter is greatly appreciated. If you have any questions, please feel free to contact the undersigned.

Very truly yours,



James W. Jarvis

JWJ/meh

Enclosure

FILED  
97 MAY 27 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL MAY 30 1997

**ARTICLES OF INCORPORATION**

**OF**

**AIR CARGO GROUP, INC.**

**FILED**

**97 MAY 27 AM 9:14**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED, being of legal age, does hereby, for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporation, make the following:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation shall be: AIR CARGO GROUP, INC.

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States, and of this State.

**ARTICLE III**

**CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to laws.

**ARTICLE IV**

**CAPITAL STOCK**

The capital stock of this corporation shall be One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

**ARTICLE V**

**PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT**

The initial principal office shall be at 550 Biltmore Way, Penthouse One, Coral Gables, Florida 33134 and the registered agent and his address is James W. Jarvis, 550 Biltmore Way, Penthouse One, Coral Gables, Florida 33134.

**ARTICLE VI**

**NUMBER OF DIRECTORS**

The number of directors constituting the initial Board of Directors of this corporation shall be four (4).

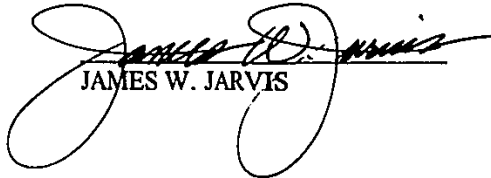
**ARTICLE VII**

**INCORPORATOR**

The name and street address of the incorporator and subscriber of this corporation is:

James W. Jarvis  
Penthouse One  
550 Biltmore Way  
Coral Gables, Florida 33134


IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation, to do business both within and without the State of Florida, under the laws of Florida, does make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto sets his hand and seal this 21st day of May, 1997.

  
JAMES W. JARVIS

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared James W. Jarvis to me well known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 21st day of May, 1997.

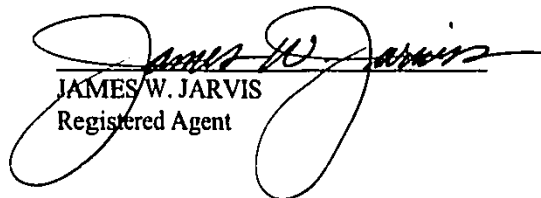
  
\_\_\_\_\_  
Notary Public  
State of Florida

My Commission Expires:



**ACKNOWLEDGMENT**

The undersigned having been named Registered Agent to accept service of process for AIR CARGO GROUP, INC. at 550 Biltmore Way, Penthouse One, Coral Gables, Florida 33134 designated in the Articles of Incorporation, hereby agrees to act in this capacity and agrees to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.

  
\_\_\_\_\_  
JAMES W. JARVIS  
Registered Agent

t:Articles - Air Cargo Group.doc

FILED  
97 MAY 27 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA