

P91000048572

AEROLOGISTICS INTERNATIONAL, INC.

PO Box 522242

Miami, Fl 33152-2242

Tlf (305) 531-3800

800002183778--8
-05/19/97--01163--004
****122.50 ****122.50

Miami, May 17th, 1997

Department of State
Division of Corporations
PO Box 6327,
Tallahassee, Fl 32314

Gentlemen:

Enclosed please find Check No. 3630 drawn against Total Bank for \$ 122.50 to
cover the fees of incorporation of Aerologistics International, Inc.

Yours truly,

S. Mousel
S Mousel
Manager

EFFECTIVE DATE
6-1-97

~~12068~~



~~6/3~~

Joe
6/3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -3 AM 9:35



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1997

S. MOUSEL
AEROLOGISTICS INTERNATIONAL, INC.
P.O. BOX 522242
MIAMI, FL 33152-2242

SUBJECT: AEROLOGISTICS INTERNATIONAL, INC.
Ref. Number: W97000012028

We have received your document for AEROLOGISTICS INTERNATIONAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 997A00027857

EFFECTIVE DATE

6-1-97

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
AEROLOGISTICS INTERNATIONAL, INC.

ARTICLE I
CORPORATE NAME

The Name of this Corporation is:

AEROLOGISTICS INTERNATIONAL, INC.
PO Box 522242
Miami, FL 33152-2242

ARTICLE II
NATURE OF CORPORATE BUSINESS

This Corporation is organized for the following purpose or purposes: To engage in the business of acting as distributors, wholesalers and agent for manufacturers engaged in the export business, sales out of the country and all things related and for the purpose of transacting any and all lawful business.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue a maximum of 7,500 shares of stock. The Shares of Stock authorized shall be common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

This Corporation's initial Registered Agents and Registered Office in the State of Florida shall be:

ADAM DRIELTS 405 N. Hibiscus Dr. Suite 101
Miami Beach, FL 33139

ARTICLE V
INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

The name and post office address of each member of the First Board of Directors is:

ADAM DRIELTS 405 N. Hibiscus Dr. Suite 101
Miami Beach, FL 33139

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VI
INCORPORATION

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows:

ADAM DRIELTS

405 N. Hibiscus Dr. Suite 101
Miami Beach, Fl 33139

ARTICLE VII
AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE VIII
COMMENCEMENT DATE

Corporate existence will commence on June 1st, 1997.

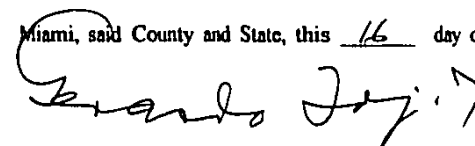
THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


Adam Drielts

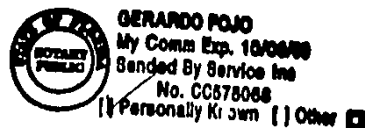
STATE OF FLORIDA)
) ss
DADE COUNTY)

BE IT REMEMBERED that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared ADAM DRIELTS to me known to be the person described as Incorporator in the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said County and State, this 16 day of May, 1997.



NOTARY PUBLIC, STATE OF FLORIDA

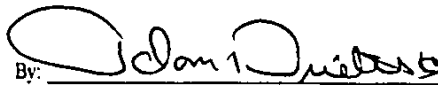


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CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates, ADAM DRIELTS
whose address is 405 N. Hibiscus Dr. # 101, Miami Beach, FL 33139 as its Registered Agent to accept service
of process within this State.

AEROLOGISTICS INTERNATIONAL, INC.

By: 

Adam Drielts - Director

The undersigned hereby accepts the foregoing designation as Registered Agent for service
of process within the State of Florida, and agrees to comply with the provisions of law applicable to
said designation.



ADAM DRIELTS