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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850) 922-4001

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

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: TRANSPACIFIC AIR GROUP, INC.
AUDIT NUMBER.....H97000010980
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 3, 1997

EMPIRE

SUBJECT: TRANSPACIFIC AIR GROUP, INC.
REF: W97000015486

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

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 (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000010980
Letter Number: 097A00034577

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**ARTICLES OF INCORPORATION
OF
TRANSPACIFIC AIR GROUP, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida

ARTICLE I

NAME

The name of the Corporation shall be:

TRANSPACIFIC AIR GROUP, INC.

ARTICLE II

PURPOSES

The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- b) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at this time is **ONE THOUSAND (1000)** shares of common stock, having a nominal or par value of **ONE DOLLAR (\$ 1.00)** per share. The consideration to be paid for each share shall be fixed by the board of directors, but in no event shall be less than \$1.00.

HIDALGO ACCT. SERVICES
(805) 445.2010
CARLOS HIDALGO
411 ANASTASIA AVE. 201
CORAL GABLES, FL 33134

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EMPIRE CORPORATE KIT

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ARTICLE IV

TERM

This corporation shall commence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent of this corporation shall be Juan Carlos Maimone, and the Registered Office shall be located at:

4015 S.W. 125 Avenue Miami, Florida 33175

or at such other place as the Board of Directors shall from time to time direct, with appropriate being given to the Secretary of State in accordance with Law.
The aforementioned location also constitutes the principal office.

ARTICLE VI

DIRECTORS

This corporation shall have no less than one or more than four directors, as set forth in the By-laws. The name and street address of the first board of directors of this corporation who, subject to this Articles of Incorporation, By-laws of this corporation, and the laws of the State of Florida, shall hold office until his successors have been elected and qualified, is:

Juan Carlos Maimone

4015 S.W. 125 Avenue
Miami, Florida 33175

prepared by:
Hidalgo Accounting services
1341 S.W. 119 Court
Miami, Florida 33184

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ARTICLE VII

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations that accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders shall have the right of inspecting any account, book or document of this corporation except as conferred by state, unless authorized by a resolution of the shareholders or the board of directors.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

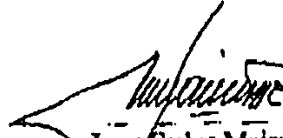
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ARTICLE IX

TELEPHONE MEETING AUTHORIZATION

Member of the board of directors or any executive committee designated by the board of directors in accordance with law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can heard or be heard by all other persons, is used

IN WITNESS WHEREOF, the parties named below have hereby executed these Articles of Incorporation for the uses and purposes herein stated.


Juan Carlos Malmone
President/Secretary

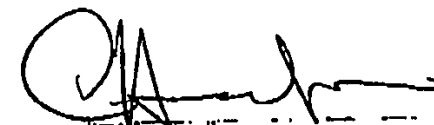
STATE OF FLORIDA)
) ss
COUNTY OF DADE)

I HEREBY CERTIFY That on this day before me, Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared:

Juan Carlos Malmone 4015 S.W. 125 Avenue
Miami, Florida 33175

to me known to be the person (s) described as subscribed (s) to the foregoing Articles of Incorporation, in and who executed the same, and acknowledged before me that they executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida, this 3rd day of July, 1997.


Notary Public of the State of
FLORIDA AT LARGE.

My commission expires

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CERTIFICATE ACCEPTING DESIGNATION

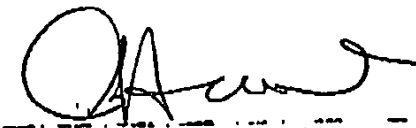
AS

REGISTER AGENT

I HEREBY CERTIFY that I have accepted the designation as Register Agent of
TRANSPACIFIC AIR GROUP, INC., and agree to serve as its agent to accept service of
process within this State as its Registered Office.



Juan Carlos Maimone



Notary Public of the State of
FLORIDA AT LARGE.

STATE OF FLORIDA)
) as
COUNTY OF DADE)

NOTARY PUBLIC, FLORIDA

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SWORN TO AND SUBSCRIBED before me by Juan Carlos Maimone on this 3rd day
of July, 1997.

My commission expires:

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