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FLORIDA DIVISION OF CORPORATIONS
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NAME: SOUTHERN AVIATION SERVICES, INC.

AUDIT NUMBER.....H97000010955

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

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 3, 1997

EMPIRE

SUBJECT: SOUTHERN AVIATION SERVICES, INC.
REF: W97000015437

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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.

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THE NAME CONFLICT IS SOUTHERN AVIATION SERVICES, INC. FILED ON 9/10/92.

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ARTICLES OF INCORPORATION
OF
SOUTHERN INTERNATIONAL AVIATION SERVICES, INC.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

THE UNDERSIGNED has executed the following pursuant to the Florida Business Corporation Act as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida and each adopts the following:

ARTICLE I. - CORPORATE NAME

The name of the corporation shall be SOUTHERN INTERNATIONAL AVIATION SERVICES, INC.

ARTICLE II. - TERM OF EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence:

ARTICLE III. - CORPORATE ADDRESS

The principal place of business and mailing address of this corporation shall be 8815 S.W. 96 Street, Miami, Florida 33176.

ARTICLE IV. - NATURE OF BUSINESS AND POWERS

The corporation shall exist for purposes of buying, selling, and handling air cargo and air cargo services and/or other services which are legal in Florida. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary and incidental to the powers herein specifically designated and any such power designated and expressed in the laws of the State of Florida, Statute 607.0302.

ARTICLE V. - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1000 shares common stock, having no par value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall only be one (1) class of stock of this corporation.

Prepared by: Stephen G. Murty, Esquire
Florida Bar No. 351717
Murty & Tome, P.A.
777 Brickell Avenue, Suite 1114
Miami, Florida 33131
Telephone: (305) 373-8400

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ARTICLE VI - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The name and address of the initial registered agent of this corporation shall be:

Stephen G. Murty, Esquire
777 Brickell Avenue, Suite 1114
Miami, Florida 33131

ARTICLE VII - BOARD OF DIRECTORS

The initial board of directors shall consist of a total of one (1) person and the name and address of the person who is to serve as an initial director is:

Frank Algeciras - President - 8815 S.W. 96 Street, Miami, FL 33176
Stephen G. Murty - Secretary - 777 Brickell Avenue - Suite 1114, Miami, FL 33131

ARTICLE VIII - INITIAL DIRECTORS

The officers of the corporation shall initially be as follows, and each shall remain as such until removed or a new officer is elected and qualified to serve:

PRESIDENT:	FRANK ALGECIRAS
SECRETARY:	STEPHEN G. MURTY

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

Frank Algeciras
8815 S.W. 96 Street
Miami, Florida 33176

ARTICLE X - AMENDMENT

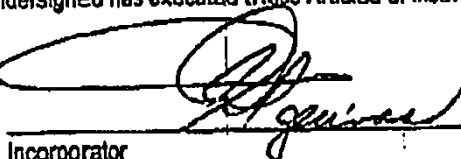
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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THE EFFECTIVE DATE of these Articles of Incorporation shall be July 2, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 2nd day of June, 1997.


July

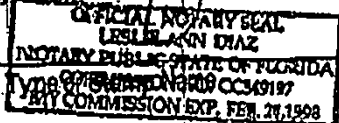


Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me, the undersigned authority, by FRANK ALGECIRAS, who is personally known to me.



Notary Public

Print, Type _____

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

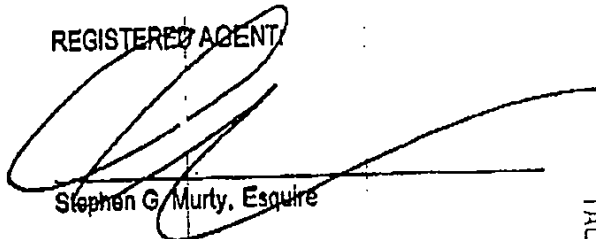
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That SOUTHERN INTERNATIONAL AVIATION SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 8816 S.W. 96 Street, Miami, Florida 33176 in the County of Dade, State of Florida, has named Stephen G. Murty, Esquire, whose offices are located at 777 Brickell Avenue, Suite 1114, Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

REGISTERED AGENT


Stephen G. Murty, Esquire

TALLAHASSEE, FLORIDA

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