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July 15, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 33201.

RE: CCC AIRWAYS, INC.
Our file No. 97 RDC 001 (Corp.)

000002240390--1
-07/17/97--01046--012
****122.50 ****122.50

Gentlemen:

Enclosed please find the following:

1. Original and copy of the Articles of Incorporation of CCC AIRWAYS, INC.
2. Duly executed Registered Agent form.
3. Our check in the sum of \$122.50 to cover your fees.

Enclosed also please find a self-addressed stamped envelope to receive the copy of the Articles of Incorporation duly filed.

Thank you for your kind attention to this matter.

RAUL E. DE CUBAS GAVE
AUTHORIZATION BY PHONE TO
CORRECT Print. ADDRESS
DATE 7-18-97
DOC. EXAM JAC

Very truly yours,

RAUL E. DE CUBAS, P.A.

By:

Raul E. de Cubas, Esq.

Enclosures.

RDC/lo.

FILED
97 JUL 17 PM 12:50
TALLAHASSEE, FLORIDA

JN 7-18-97

FILED
97 JUL 17 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

CCC AIRWAYS, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the General Corporation Act of the State of Florida, do hereby certify as follows:

ARTICLE I. NAME

The name of this corporation is: CCC AIRWAYS, INC.

ARTICLE II. PURPOSES

The general nature of the business to be transacted by this corporation shall be:

a) To operate an air cargo transportation and an aircraft charter business, as well as any general business transaction related to the aviation industry; to transact, in its name or in the name of other individuals or organizations, all kinds of operations, and ultimately to do all acts and things to exercise all the powers now or hereafter authorized by law, necessary to carry on the business of the corporation, or to promote any of subjects or objects for which the corporation is formed.

b) To purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired or acquired.

c) To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real property, chattels real, and other property of the corporation, real and personal, and where-

soever situatedd, and any and all legal or equitable rights therein.

d) To borrow money with or without pledge of or mortgage on all or any of its property, real or personal, as security, and to loan and advance money upon mortgages on personal or real property or on either of them.

e) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets or liabilities or any person, firm, association or corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles of Incorporation.

f) To do all such acts and things as are incident or conducive to the premises.

g) The foregoing enumeration of any or all or a combination of either of the specific powers lettered a) through f), both inclusive, shall not be held to limit or restrict in any manner the general powers of the corporation and therefore, the corporation may engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of the State of Florida.

ARTICLE III. DURATION

This corporation shall have perpetual existence.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue at any time is: 60 shares, all of which shall be common shares, no par value.

All the aforementioned stock may be issued from time to time as fully paid for and exempt from assessment

The capital stock may be paid for in money, property, labor or services actually performed

for the corporation, at a just valuation to be fixed by the stockholders or by the Directors at a meeting called for such purpose.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1110 Brickell Avenue, Suite 609, Miami, Fl. 33131, and the name of the initial registered agent of this corporation at that address is: CARLOS R. PORRO. This also the principal office address.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are: CARLOS R. PORRO, 1110 Brickell Avenue, Suite 609, Miami, Fl. 33131; ALBERTO P. HERREROS, 1110 Brickell Avenue, Suite 609, Miami, Fl. 33131; and JOSE J. XIRAU, 1110 Brickell Avenue, Suite 609, Miami, Fl. 33131.

ARTICLE VII. OFFICERS

This corporation shall have a President, a Treasurer and a Secretary, and may also have one or more Vice President, Assistant Treasurer and Assistant Secretary and such other officers and agents as may be deemed necessary. All officers and agents shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or by the Board of Directors. The same person may hold two or more offices.

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles is: CARLOS R. PORRO, 1110

Brickell Avenue, Suite 609, Miami, Florida, 33131.

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by the vote of two thirds (2/3) of the stockholders, and all rights conferred upon stockholders herein are granted subject to this reservation.

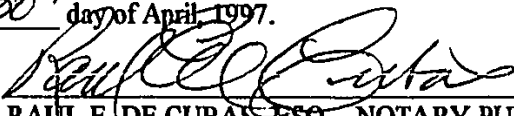
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of April, 1997.


CARLOS R. PORRO, Incorporator.

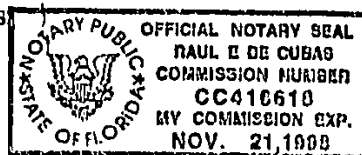
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CARLOS R. FORRO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30th day of April, 1997.


RAUL E. DE CUBAS, ESQ., NOTARY PUBLIC,
State of Florida at Large.

My Commission Expires



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First: That CCC AIRWAYS, INC., -----
desiring to organize under the laws of the State of Florida, with its principal office, as indicated
in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named

CARLOS R. PORRO -----

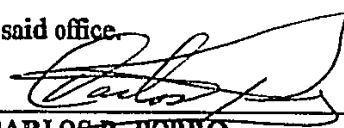
located at 1110 Brickell Avenue, Suite 609, -----
(Street address and number of building, Post Office
Box address not acceptable)

City of Miami, County of Dade, -----

State of Florida, as its Agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.



CARLOS R. PORRO.
(Registered Agent)

FILED
JUL 17 PM 12:50
CLERK OF STATE
TALLAHASSEE, FLORIDA