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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC

ACCT#: 073171003004

CONTACT: ~~JOHN C. ROBERTSON~~ *Brian Fous*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: B. AIRWAYS AIR CARGO, INC.

AUDIT NUMBER.....H97000012232

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
B. Airways Air Cargo, Inc.

Article II. Address

The mailing address of the Corporation is:
B. Airways Air Cargo, Inc.
6445 NW 25th Street
Miami FL 33122

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Scott G. Villanueva
7500 NW 25th Street, Suite 209
Miami FL 33122

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Scott G. Villanueva

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Scott G. Villanueva | FL Bar Member 0033261
7500 NW 25th Street, Suite 209
Miami FL 33122
305-591-1331

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator


The name and address of the incorporator is:

Scott G. Villanueva
7500 NW 25th Street, Suite 209
Miami FL 33122

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 28, 1997.

The undersigned incorporator executed these Articles of Incorporation on July 28, 1997.



SCOTT G. VILLANUEVA
Brian R. Fons as attorney-in-fact

Scott G. Villanueva | FL Bar Member 0033261
7500 NW 25th Street, Suite 209
Miami FL 33122
305-581-1331

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

B. Airways Air Cargo, Inc.

REGISTERED AGENT/OFFICE:

**Scott G. Villanueva
7500 NW 25th Street, Suite 209
Miami FL 33122**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**SCOTT G. VILLANUEVA
Brian R. Fons as attorney-in-fact**

Date: July 28, 1997

**Scott G. Villanueva | FL Bar Member 0033261
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Miami FL 33122
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