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**SAENZ, ROBLEDO, SAX & COMPANY, P.A.**

**CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS**

8180 N.W. 36 STREET, #100 • MIAMI, FLORIDA 33166-6650

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FT. LAUDERDALE OFFICE  
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Plantation, Florida 33322  
Telephone: 954 370-2727  
Fax: 954 370-2776

June 4, 1997

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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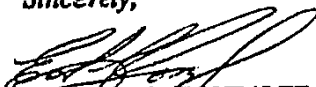
*Ladies and Gentlemen:*

*Please find enclosed an original with a copy of the Articles of Incorporation of ATR Air Cargo, Inc. Also, included is a check in the amount of \$122.50.*

*Upon finalization of processing the Articles of Incorporation, would you please forward the necessary information to our office.*

*Thanking you in advance for your cooperation in this matter, we remain...*

*Sincerely,*

  
EDUARDO GONZALEZ

For The Firm:  
SAENZ, ROBLEDO, SAX & COMPANY, P.A.

EG/gbh

FILED  
97 JUN 9 PM 3:56  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
6-4-97

W97-1340  
JUN 10 BSB

JUL 24



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 10, 1997

SAENZ, ROBLEDO, SAX & COMPANY, P.A.  
8180 N.W. 36 STREET #100  
MIAMI, FL 33166-6650

SUBJECT: ATR AIR CARGO, INC.  
Ref. Number: W97000013600

We have received your document for ATR AIR CARGO, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 097A00031247



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 24, 1997

SAENZ, ROBLEDO, SAX & COMPANY, P.A.  
8180 N.W. 36 STREET #100  
MIAMI, FL 33166-6650

SUBJECT: ATR, INC.  
Ref. Number: W97000013600

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions concerning the filing of your document, please call (850) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 097A00031247

FILED

97 Jun 9 PM 3:57

ARTICLES OF INCORPORATION  
OF  
ATR AIR TRANSPORT, INC.

STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
6-4-97

The undersigned Subscribers who are of legal age and competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt and acknowledge the following Articles of Incorporation for this Corporation:

ARTICLE I

The name of this Corporation shall be:

ATR AIR TRANSPORT, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all powers to the same extent as natural persons might or could do and specifically the corporation may engage in any activity or business permitted under the laws of the United States and/or the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 7,500 shares of common stock at \$1 par value.

Said stock shall be payable in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, at such valuation as may be determined, from time to time, by the Board of Directors of the Corporation.

ARTICLE IV

This Corporation shall exist perpetually, unless sooner dissolved according to law, commencing on the date of execution and acknowledgement of these Articles.

#### ARTICLE V

The street address of the initial principal office of this Corporation is 6025 N. W. 18th. Street, Building 2203, Miami, FL 33125 and the name of the initial Registered Agent of this Corporation is Cecilia Vera.

#### ARTICLE VI

The number of directors of this Corporation shall initially be 1. The Corporation shall be managed by the Board of Directors. The exact number of directors may be increased or decreased, from time to time, by the By Laws of the Corporation, but at no time shall there be less than one Director.

The name and street address of the initial Director of the Corporation, who shall hold office for the first year or until successors are elected or appointed and have qualified, shall be:

**NAME(S):**

**ADDRESS(ES):**

Carlos Arias

P. O. Box 09-4331  
Edificio Torres Del Norte  
Av. Miguel Alcivar  
Guayaquil, Ecuador

#### ARTICLE VII

The name and post office address of the Subscriber and the number of shares of stock subscribed are:

**NAME(S):**

**ADDRESS(ES):**

**SHARES:**

Carlos Arias

P. O. Box 09-4331  
Edificio Torres Del Norte  
Av. Miguel Alcivar  
Guayaquil, Ecuador

100

#### ARTICLE VIII

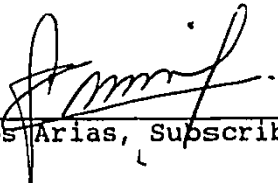
No contract or other transaction between this Corporation and any other corporation, partnership person or other entity and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors, officers or stockholders of this Corporation are pecuniarily or otherwise interested therein, or are directors, officers or stockholders thereof. Any directors individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director, and officer or a stockholders of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director, officer or stockholder of such corporation, or not so interested.

#### ARTICLE IX

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner now or hereafter prescribed by statute, and any rights conferred upon the stockholders are subject to reservation.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The Corporation shall have first lien on the shares of its members, and upon the dividends due them, for any indebtedness of such members to the Corporation.

IN WITNESS WHEREOF, the undersigned being the original Subscriber to the capital stock hereinabove names, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true and agreeing to take the number of shares hereinabove set forth, this 4th day of June 1997.

  
\_\_\_\_\_  
Carlos Arias, Subscriber

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT-- ATR AIR TRANSPORT, INC.

DESIRING TO ORGANIZE TO QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI STATE OF FLORIDA HAS NAMED CECILIA VERA LOCATED AT 6025 N.W. 18 TH. STREET, BLDG. 2203 CITY OF MIAMI STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

TITLE

DATE

JUNE 4, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

DATE

JUNE 4, 1997