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ACCOUNT NO. : 072100000032

REFERENCE : 505854 89162A

AUTHORIZATION : Patricia Pujest

COST LIMIT : \$ 122.50

ORDER DATE : August 22, 1997

ORDER TIME : 10:48 AM

ORDER NO. : 505854-005

CUSTOMER NO: 89162A

900002274879--3

CUSTOMER: Mr. David A. Schwartz
ANANIA BANDKLAYDER &
BLACKWELL, P.A.
Suite 3300, international Place
100 S.e. Second Street
Miami, FL 33131

DOMESTIC FILING

NAME: PINNACLE AIR CARGO
ENTERPRISES, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest
EXAMINER'S INITIALS:

FILED
97 AUG 22 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 22 PM 12:23
DIVISION OF CORPORATION

SN AUG 22 1997

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FILED

97 AUG 22 PH 3:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PINNACLE AIR CARGO ENTERPRISES, INC.**

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

IDENTIFICATION

The name of this corporation is **PINNACLE AIR CARGO ENTERPRISES, INC.**, having a principal place of business at 6303 Blue Lagoon Drive, Suite 380, Miami, Florida 33126.

ARTICLE II

DURATION

This corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

ARTICLE III

AUTHORIZED SHARES

The capital stock of this corporation shall consist of 100,000 Shares of Common Stock of \$0.01 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and his address is as follows: David A. Schwartz, Esquire, 8181 West Broward Boulevard, Suite 204, Plantation, Florida 33324.

ARTICLE V

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: David A. Schwartz, Esquire, 8181 West Broward Boulevard, Suite 204, Plantation, Florida 33324.

ARTICLE VI

ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

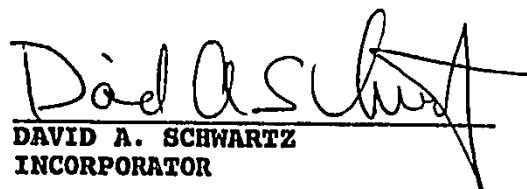
2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-laws shall be in the Board of Directors of the corporation or in the stockholders; By-laws adopted by the Board of Directors may be altered or repealed by the stockholder and vice versa, except that the stockholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at the City of Plantation, Broward County, Florida, for the uses and purposes aforesaid this 21 day of August, 1997.


DAVID A. SCHWARTZ
INCORPORATOR

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

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

PINNACLE AIR CARGO ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named David A. Schwartz, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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 I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Section 607.0505 of the Florida Statutes.

By David A. Schwartz
DAVID A. SCHWARTZ
Registered Agent

92 AUG 22 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED