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October 04, 1997

Hon. J. Kassees
Directors Office
Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

Privileged & Confidential

In re: Registration of LANCER AIR INTERNATIONAL EXPRESS, Inc.

Dear Sir:

Enclosed please you will find duly executed articles for the
above corporation, together with a check in the sum of \$70.00
to cover the costs of registering same.

Thank you very much.

Very truly yours,


MORTON H. SILVER

MHS:gn
encl.
sent: Federal Express
cc. Miguel A. Delgado

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ARTICLES of INCORPORATION
of
LANCER AIR INTERNATIONAL EXPRESS, Inc.

The undersigned incorporators under these Articles of Incorporation, in order to form a corporation under the laws of Florida, hereby certify:

ARTICLE 1 - The name of the corporation is:

LANCER AIR INTERNATIONAL EXPRESS, Inc.

ARTICLE 2 - This corporation is to exist perpetually.

ARTICLE 3 - The general purposes for which this corporation is organized is:

(a) To engage in the business of transportation and movement of cargo, by sea, land or air, furnishing every kind of support service to common carriers, including, but not limited to freight forwarding, administration, office personnel, cargo handling, carrier maintenance, ticket handling, cargo and passenger ticket sales and promotion, import and export documentation and services, custom documentation and any other service in connection with the transportation business, both passenger and cargo, both at wholesale or retail, as principal or agent, as direct or indirect common carrier, and any other business in connection therewith.

(b) To do anything which a corporation may lawfully do under the laws of the State of Florida.

ARTICLE 4- The street and mailing address of the initial principal office of the corporation is: 1774 N.W. 82nd Avenue, Miami, Florida 33126.

ARTICLE 5- The aggregate number of shares of stock which the corporation shall have authority to issue is 50 shares of no par value, capital stock.

ARTICLE 6- The street address of the initial registered office of the corporation is 1774 N.W. 82nd Avenue, Miami, Florida 33126, and the name of its initial registered agent at such address is Miguel A. Delgado.

ARTICLE 7- This corporation shall have not less than one director on the Board of Directors initially. The By-Laws may increase or diminish the

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number of directors, but shall never be less than one. The names and addresses of the members of the first Board of Directors are:

Name: Miguel A. Delgado

Address: 1774 N.W. 82nd Avenue, Miami, Florida 33126

Name: Angie Senti

Address: 1774 N.W. 82nd Avenue, Miami, Florida 33126

ARTICLE 8- The name and address of each incorporator of the corporation is:

Name: Miguel A. Delgado

Address: 1774 N.W. 82nd Avenue, Miami, Florida 33126

Name: Angie Senti

Address: 1774 N.W. 82nd Avenue, Miami, Florida 33126

Incorporator, Miguel A. Delgado

Incorporator, Angie Senti

STATE OF FLORIDA:

Acknowledgment

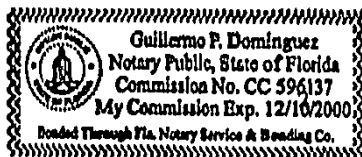
COUNTY OF DADE :

PERSONALLY APPEARED before me, the undersigned authority, Miguel A. Delgado and Angie Senti, to me well known as the persons described as Incorporators in the above Articles of Incorporation, and acknowledged it to be their deed; and each was identified to me by their drivers license.

WITNESS my hand and seal this _____ day of October 1997 at City of Miami, County of Dade, State of Florida.

Notary Public- State of Florida

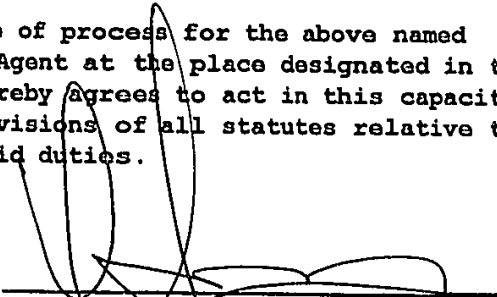
My Commission Expires:



REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above named corporation and to act as its Registered Agent at the place designated in the foregoing Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of said duties.

Dated: October 6 1997.



REGISTERED AGENT
Miguel A. Delgado
1774 N.W. 82nd Avenue,
Miami, Florida 33126

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