

P970000 90891

Stephen Albee
Requestor's Name

8614 NW.66th Street
Miami, Fl. 33166

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Aero Andes Cargo Management Corporation
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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****122.50 ****122.50

~~487-22388~~

FILED
97 OCT 22 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc 10/22/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 13, 1997

STEPHEN ALBEE
8614 NW 66TH STREET
MIAMI, FL 33166

SUBJECT: AERO ANDES CARGO MANAGEMENT CORPORATION
Ref. Number: W97000023388

We have received your document for AERO ANDES CARGO MANAGEMENT CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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 (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 897A00050122

*CHANGE MADE
IN ART VII
PER YOUR REQUEST.
TO INDICATE LOCATION
OF PRINCIPAL OFFICE.*

FILED

97 OCT 22 PM 12:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AERO ANDES CARGO MANAGEMENT CORPORATION

The undersigned acting as incorporator of **AERO ANDES CARGO MANAGEMENT CORPORATION** under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE 1. NAME

The name of the corporation is:

AERO ANDES CARGO MANAGEMENT CORPORATION

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

ARTICLE III. DURATION

The corporation will exist perpetually.

ARTICLE IV. STATEMENT OF PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:
To transact any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgement of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the Treasury of the Corporation, in the ratio that the number of shares of common stock held at the time of the issue bears the total number of shares of common stock outstanding. The right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within (30) days of written from the corporation inviting the holder to exercise the right. A holder of common stock shall not have, solely because of their holdings of common stock, a right to purchase shares of preferred stock that may be issued.

A holder of preferred stock shall not have, solely because of his/her holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office and the principal office of the corporation is 8614 NW 66TH Street, Miami, Florida 33166 and the name of the corporation's initial registered agent at that address is Stephen Albee.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have five directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors:

Efrain Uribe
4270 NW 79th Avenue, Miami, Fl. 33166

Ubaldo Roncallo
19405 Lenaire Drive, Miami, Fl. 33157

Carmen Mata
4745 NW 4th Street, Miami, Fl. 33126

Yamal Nassar
445 NW 97th Place, Miami, Fl. 33172

Ricardo Ruiz
11715 SW 18th St, Apt 501, Miami, Fl.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

Stephen Albee
8614 NW 66th Street, Miami, Fl. 33166

The incorporator of the corporation assigns to this corporation his rights under section 607.161, Florida statutes, to constitute a corporation, and he assigns to those persons designated by the shareholders any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X. BYLAWS

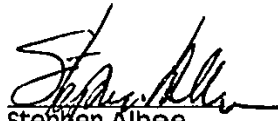
The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders except that the Board of Directors may not amend or repeal any by-law adopted by the shareholders if the shareholders specifically provide that the by-law is not subject to amendment or repeal by the Directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 7th day of October, 1997.

**STATE OF FLORIDA
COUNTY OF DADE**


Stephen Albee

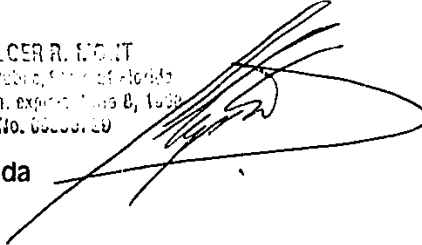
The foregoing instrument was acknowledged before me this 6th day
of OCTOBER 1997, by Stephen Albee.

Notary seal:

FOLGER R. MONT
Notary Public, State of Florida
(My Comm. expires June 8, 1999
No. 00000729)

Notary Public, State of Florida

My Commission Expires:



FILED
97 OCT 22 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 7, 1997

Department of State
Division of Corporations
P.O. Box 6327
409 E. Gaines St.
Tallahassee, Fl. 32314

RE: Articles of Incorporation and Registered Agent Statement

As designated Registered Agent, I understand and will comply with the conditions and responsibilities of the Registered Agent under Florida law.

Thank you.

Sincerely,


Stephen Albee