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10/28/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: AEROPOSTAL DESTINATIONS, INC.
AUDIT NUMBER.....H97000017920
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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**CERTIFICATE OF INCORPORATION
OF
AEROPOSTAL DESTINATIONS, INC.**

I, the undersigned, in order to form a corporation under a pursuant to the provisions of the Laws of the State of Florida for the purposes hereafter set forth, hereby subscribe to this Certificate of Incorporation.

**ARTICLE I
NAME OF CORPORATION**

The name of the proposed corporation shall be:
AEROPOSTAL DESTINATIONS, INC.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be any activity permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 500 shares at no par value.

Prepared by:
Haydhelen Velazquez
7444 Monaco Street.
Coral Gables, FL. 33143.
PR. (305) 669-3810.

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**ARTICLE IV
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V
PRINCIPAL PLACE OF BUSINESS**

The initial street address in this state of the principal office of this corporation is 4856 S.W. 72 Ave. MIAMI, FL.33155. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VI
DIRECTORS**

This corporation shall have initially one (1) director. The number of directors may increased or diminished from time to time by-laws adopted by the shareholders.

**ARTICLE VII
INITIAL DIRECTORS**

The name and street of the member of the first Board of Director is:

**President, vice-President
Secretary-Treasurer**

**Haydhelen Velazquez
7444 Monaco Street.
Coral Gables, FL. 33143.**

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**ARTICLE VIII
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the incorporator is Haydhelen Velazquez, 7444 Monaco Street, Coral Gables. MIAMI, FL. 33143.

**ARTICLE IX
REGISTERED AGENT**

The initial designation of the registered office of this corporation shall be, 7444 Monaco Street, Coral Gables, FL. 33143.

And the registered agent shall be

Haydhelen Velazquez.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I Hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

Registered Agent

**ARTICLE X
AMENDMENT**

This Corporation reserves the right to amend any provision of this articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

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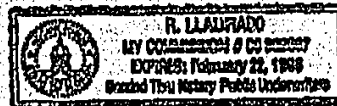
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IN WITNESS WHEREOF, The undersigned has executed, acknowledged
and filed the foregoing Articles of Incorporation under the laws
of the State of Florida this October 27th, 1997.



Incorporator

(STATE OF FLORIDA)
(COUNTY OF DADE)

BEFORE ME, A Notary Public, personally appeared: Haydhelen
Velazquez, the incorporator herein, who, executed the foregoing
Articles of incorporation and stated on oath that the contents
thereof are true and correct, this October 27th., 1997.



My commissions expires:



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DIVISION OF CORPORATIONS

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE.**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the State of Florida.

1. The name of the corporation is : Aeropostal Destinations, Inc.
2. The name and address of the registered agent and office is: Haydhelen Velazquez, 7444 Monaco Street, Coral Gables, FL. 33143.

SIGNATURE



TITLE:

PRESIDENT

DATE:

October 27th., 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREED TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE:

10-27-97

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