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JERRY H. TRACHTMAN
BOARD CERTIFIED AVIATION ATTORNEY
SAMUEL S. HENDERSON
JOHN J. FUTCHKO
ALSO ADMITTED IN MICHIGAN
PIERRE A. L. MOMMERS
ALSO ADMITTED IN NEW YORK

REPLY TO:
MELBOURNE

OF COUNSEL
JOHN E. FAULK
ADMITTED IN GEORGIA

November 14, 1997

Secretary of State
Corporate Division
P. O. Box 6327
Tallahassee, FL 32301

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-11/17/97--01043--016
****122.50 ****122.50

RE: Aero Freight, Inc.

Dear Sir:

Enclosed for filing are the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 representing the filing fee, designation of registered agent and certification of a copy of the Articles.

I would appreciate you certifying the enclosed copy of the Articles of Incorporation and returning same to me in the stamped, self-addressed envelope which is provided for your convenience.

Thank you for your assistance in this matter.

Sincerely,

TRACHTMAN AND HENDERSON, P.A.

By

JERRY H. TRACHTMAN

JHT:gal

Enclosures

cc: Mr. Ward Welvaert

VIA UPS OVERNIGHT DELIVERY

Dmc
11/18/97

FILED
97 NOV 17 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AERO FREIGHT, INC.

FILED

97 NOV 17 PM 2:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is Aero Freight, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal office of this corporation is located at 440 Hendricks Way, Sebring Regional Airport, Sebring, FL 33870.

ARTICLE III. DURATION

The period of duration of this corporation is perpetual.

ARTICLE IV. PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V. CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of capital stock with a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1990 W. New Haven Avenue, Suite 201, Melbourne,

FL, 32904, and the name of the initial registered agent at this address is: TRACHTMAN AND HENDERSON, P.A.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members. The number of Directors may be either increased or diminished from time to time as provided by the Bylaws but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Bertrand J. Brault	440 Hendricks Way Sebring Regional Airport Sebring, FL 33870
Deena E. Diaz	440 Hendricks Way Sebring Regional Airport Sebring, FL 33870
Ward Welvaert	440 Hendricks Way Sebring Regional Airport Sebring, FL 33870

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of this corporation who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

Bertrand J. Brault President	440 Hendricks Way Sebring Regional Airport Sebring, FL 33870
Deena E. Diaz Secretary and Treasurer	440 Hendricks Way Sebring Regional Airport Sebring, FL 33870

ARTICLE IX. INCORPORATOR

The name and address of the incorporator of this corporation is:

Jerry H. Trachtman, Esquire TRACHTMAN AND HENDERSON, P.A.
1990 W. New Haven Avenue
Suite 201
Melbourne, FL 32904

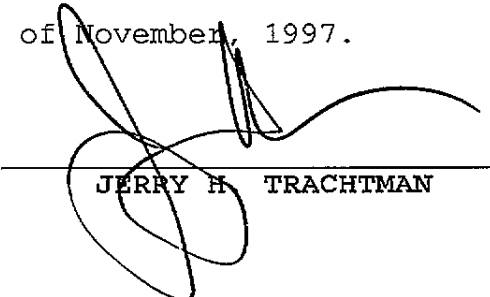
ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or Director or former officer or Director to the full extent permitted by law.

ARTICLE XI. BYLAWS

The powers to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Melbourne, Florida, on this 14 day of November, 1997.



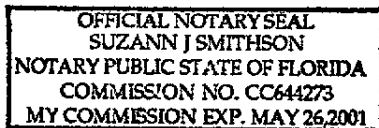
JERRY H. TRACHTMAN

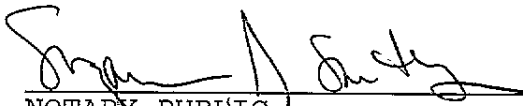
STATE OF FLORIDA)

COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this ____ day of November, 1997, by JERRY H. TRACHTMAN, ESQUIRE, who is personally known to me ^{me} ~~or who has produced~~ _____
~~as identification.~~

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Melbourne, Florida, on this 14th day of November, 1997.




NOTARY PUBLIC
State of Florida at Large
My Commission Expires: 05/26/2001

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated as Registered Agent of Aero Freight, Inc., with the registered office at 1990 W. New Haven Avenue, Suite 201, Melbourne, FL, 32904, hereby consents to and accepts said designation.

TRACHTMAN AND HENDERSON, P.A.

By


JERRY H. TRACHTMAN, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

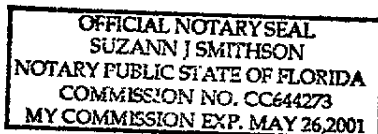
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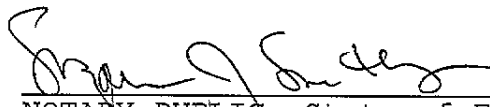
FILED

STATE OF FLORIDA)

COUNTY OF BREVARD)

14th The foregoing instrument was acknowledged before me this day of November, 1997, by JERRY H. TRACHTMAN, as President, of TRACHTMAN AND HENDERSON, P.A., and who is personally known to me, ~~or~~ ^{my} has produced _____ as identification.




NOTARY PUBLIC, State of Florida
Print Name Suzann J. Smithson
Commission No. CC644273
Commission Expires 05/26/2001