

ADAMS
GALLINAR
IGLESIAS
& MEYER
Professional Association

P98000018630

Zaida P. Hernandez
Legal Assistant
Direct Line 305.416.6802

February 24, 1998

Via Federal Express

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-02/25/98--01078--012
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Re: AEROGROUND INTERNATIONAL, INC.

Gentlemen:

Enclosed you will find our Check No. 2001 in the amount of \$131.75 representing the fee to file the enclosed Articles of Incorporation of AEROGROUND INTERNATIONAL, INC., and \$8.75 for a Good Standing Certificate. Please return a certified copy of the Articles to us, together with the Good Standing Certificate.

Should you have any questions or need additional information, please do not hesitate to contact me.

Sincerely yours,

Zaida P. Hernandez
Zaida P. Hernandez
Legal Assistant

ZPH2116.WPD

FILED
98 FEB 25 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AEROGROUND INTERNATIONAL, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is **AEROGROUND INTERNATIONAL, INC.**, and its address is 7200 N.W. 19th Street, Suite 314, Miami, Florida 33126.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSES

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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TALLAHASSEE, FLORIDA

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 7,500. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 701 Brickell Avenue, Suite 2150, Miami, Florida 33131, and the name of its initial registered agent at such address is: Adams, Gallinar, Iglesias & Meyer, P.A.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one (1). The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors is:

Robert R. Adams

701 Brickell Avenue
Suite 2150
Miami, Florida 33131

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

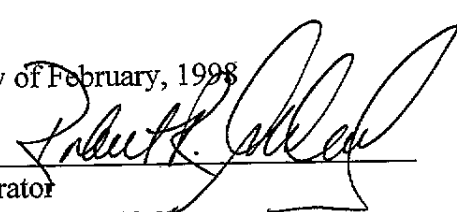
Robert R. Adams, Esq.
701 Brickell Avenue, Suite 2150
Miami, Florida 33131

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned, on the 24th day of February, 1998



Incorporator
ROBERT R. ADAMS


STATE OF FLORIDA)

)ss:

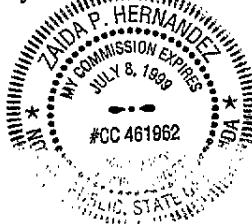
COUNTY OF DADE)

BEFORE ME, personally appeared Robert R. Adams, to me well known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 24th day of February, 1998.



NOTARY PUBLIC
My Commissions Expires:



ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Adams, Gallinar, Iglesias & Meyer, P.A.

By: 

Name: ROBERT R. ADAMS

Title: President

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SECRETARY OF STATE
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