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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: AEROLINEA SAGRADA DE LOS INCAS, INC.

AUDIT NUMBER.....H98000004952

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....5

CERT. COPIES.....1

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TALLAHASSEE FLORIDA

B. McKnight MAR 13 1998

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ARTICLES OF INCORPORATION
OF

AEROLINEA SAGRADA DE LOS INCAS, INC. translated into
English meaning INCA'S SACRED AIRLINE, INC.

The undersigned subscriber to these Articles of Incorporation, a
natural person competent to contract, hereby forms a corporation under
the laws of the State of FLORIDA.

ARTICLE I NAME

The name of the corporation shall be:
AEROLINEA SAGRADA DE LOS INCAS, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful
activities or business permitted under the laws of the United States,
the State of FLORIDA, or any other state, county, territory or
nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is
authorized to have outstanding at any one time is 1000 NON PAR shares
of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the cor-
poration shall be:

10233 SW 77 CT.

MIAMI, FLORIDA 33156,

and the name of the initial Registered Agent for the corporation at that
address is JOSE LUIS GARCIA-GODOS.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the
requirements of Section 1244 of the Internal Revenue Code and the regu-
lations issued thereunder. Such actions as may be necessary shall be
deemed to have been taken by the appropriate officers to accomplish this
compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

Rene J. Claraveza
RJC Collection
6965 SW 117th Ave.
Miami, FL 33183
(305) 595-3020

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ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

JOSE LUIS GARCIA GODOS
LUIS ALBERTO GARCIA GODOS

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

JOSE LUIS GARCIA-GODOS
10233 SW 77 CT.
MIAMI, FLORIDA 33156

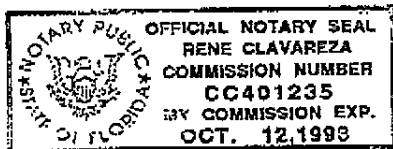
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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 12TH day of MARCH, 1998.

Incorporator: _____

(SEAL)

Gene L. Wagner
Notary Public
State of _____
My Commission Expires: _____



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DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of FLORIDA. AEROLINEA SAGRADA DE LOS INCAS, INC., a corporation organizing under the laws of the State of FLORIDA, with its principal office located at:

10233 SW 77 CT

MIAMI, FLORIDA 33156

JOSE LUIS GARCIA-GODOS has named:

JOSE LUIS GARCIA-GODOS

10233 SW 77 CT.

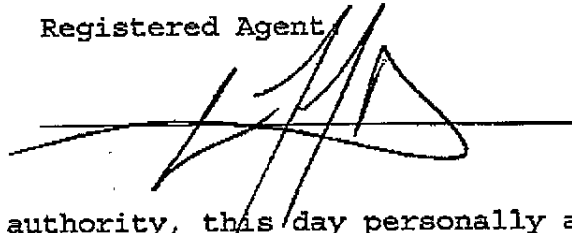
MIAMI, FLORIDA 33156

as its Agent to accept service of process within this State.

ACCEPTANCE:

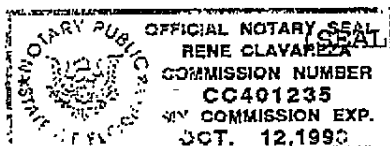
I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

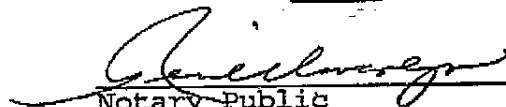
Registered Agent



BEFORE ME, the undersigned authority, this day personally appeared Jose Luis Garcia-Godos ("Registered Agent"), at Miami County of Dade, State of Florida, who is personally known to me ~~xxxxxxx~~ as ~~xxxxxxx~~ and who ~~xxx~~ did not take an oath and who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this MAR 12 1998 day of 19.




Notary Public
State of _____
My Commission Expires: _____

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