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March 12, 1998

**FEDERAL EXPRESS**

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

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\*\*\*122.50 \*\*\*122.50

RE: NEW CORPORATION -  
AIRBORNE EXPORTS USA, INC.

Dear Ladies and Gentlemen:

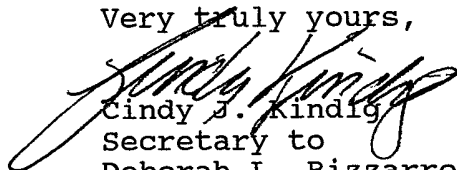
Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for AIRBORNE EXPORTS USA, INC. with our check in the amount of \$122.50 representing your fee for filing the Articles of Incorporation.

Kindly file the Articles and return a copy of same to the undersigned in the enclosed, pre-paid Federal Express envelope.

Should you have any questions with regard to this matter, please do not hesitate to contact me directly by telephone.

Thanking you for your help and prompt attention to this matter, I remain,

Very truly yours,

  
Cindy J. Kindig  
Secretary to  
Deborah L. Bizzarro

/cjk  
Enc.  
corp/secstate.

FILED  
98 MAR 13 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98-3-16-98

**ARTICLES OF INCORPORATION  
OF  
AIRBORNE EXPORTS USA, INC.**

**FILED**  
98 MAR 13 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is AIRBORNE EXPORTS USA, INC., with, its principal office and address being located at c/o D. Brent Tingler, C.P.A., 4820 N.E. 26th Avenue, Fort Lauderdale, Florida 33308.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business specifically for the purpose of consulting and design.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue Five Thousand (5000) shares of \$1.00 par value common stock which shall be designated as "Common Shares".

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale by the corporation of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is Mullen & Bizzarro, P.A., 2929 East Commercial Boulevard, Suite PH-C, Ft. Lauderdale, Florida 33308 and the name of the initial registered agent of this corporation at that address is Deborah L. Bizzarro, Esquire.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and addresses of the initial President/Secretary/Director is: Paul David Thompson, 6 Wiradjuri Close, Mudgeee 2850, New South Wales and Vice-President/Treasurer/Director is: Lynne Frances Thompson, 6 Wiradjuri Close, Mudgeee 2850, New South Wales.

#### ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is: Deborah L. Bizzarro, Esquire, Mullen & Bizzarro, P.A., 2929 East Commercial Boulevard, Suite PH-C, Ft. Lauderdale, Florida 33308.

#### ARTICLE IX - INDEMNIFICATION

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

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto. Any right conferred upon the shareholders is subject to this reservation.

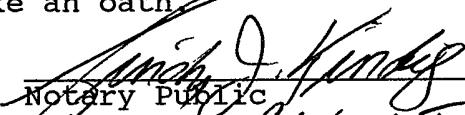
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: March 12, 1998.

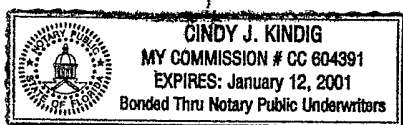
  
DEBORAH L. BIZZARRO  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 12th day of March, 1998, by DEBORAH L. BIZZARRO, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

  
Notary Public  
Print Name: CINDY J. KINDIG

My Commission Expires:



Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091(1), Florida Statutes (1991), the following is submitted:

That, AIRBORNE EXPORTS USA, INC., desiring to organize or qualify under the laws of the State of Florida, has named Deborah L. Bizzarro, Esquire, as its agent to accept service of process within the State of Florida.

Dated: March 12, 1998.

  
DEBORAH L. BIZZARRO

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relative to the proper performance of my duties.

Dated: March 12, 1998.

  
DEBORAH L. BIZZARRO  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA