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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

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FAX #: (305)541-3770

NAME: GROUND AIR TRANSFER, INC.1

AUDIT NUMBER.....H98000006529

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

CERT. OF STATUS...0

PAGES..... 7

CERT. COPIES.....1

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ARTICLE I - NAME

The name of this corporation is GROUND AIR TRANSFER, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of One dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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.

Prepared by: TAMELA J. STULTS, ESQUIRE FL. Bar #0834572, MASSA & STULTS, The Commonwealth Building, Suite 100, 2881 East Oakland Park Boulevard, Fort Lauderdale, Florida 33306 (954) 565-0894

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2881 East Oakland Park Boulevard, Suite 100, Fort Lauderdale, Florida, 33306 and the name of the initial registered agent of this corporation at that address is TAMELA J. STULTS, ESQUIRE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Board of Director of this corporation is:

TAMELA J. STULTS, ESQUIRE
2881 East Oakland Park Boulevard Suite 100
The Commonwealth Building
Fort Lauderdale, Florida 33306

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

TAMELA J. STULTS, ESQUIRE
2881 East Oakland Park Boulevard Suite 100
The Commonwealth Building
Fort Lauderdale, Florida 33306

ARTICLE IX - INDEMNIFICATION

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

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ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 3rd day of April, 1998.

Tamela J. Stults, Esq.

Subscriber: TAMELA J. STULTS, ESQ.

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared TAMELA J. STULTS, ESQUIRE who produced a Florida Driver's license and known by me to be the person, did not take an oath, who executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 3rd of April, 1998.

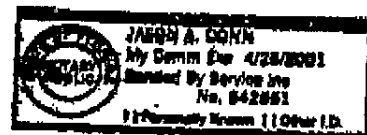
NOTARY PUBLIC

Sign:

Print:

[Signature]

Jason A. Donn



State of Florida at Large
My Commission Expires:

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CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0345, Florida Statutes,
the following is submitted:

FIRST that GROUND AIR TRANSFER, INC. desiring to organize or
qualify under the laws of the State of Florida, with its principal
place of business at 10101 S.W. 57th Court, Miami, Florida 33156,
has named TAMELA J. STULTS, ESQUIRE, located at MASSA & STULTS, The
Commonwealth Building, 2881 East Oakland Park Blvd., Fort
Lauderdale, Florida 33306, as its agent to accept service of
process within Florida.

Dated: April 3, 1998

Tamela J. Stults
TAMELA J. STULTS, ESQUIRE,
SOLE INCORPORATOR & REGISTERED AGENT

Having been named to accept service of process for the
above named 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 all states relative to the
proper performance of my duties.

Tamela J. Stults
TAMELA J. STULTS, ESQUIRE
Florida Bar #0834572
Registered Agent

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