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ACCOUNT NO. : 072100000032

REFERENCE : 789284 126061A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 122.50

ORDER DATE : April 21, 1998

ORDER TIME : 11:24 AM

ORDER NO. : 789284-005

CUSTOMER NO: 126061A

CUSTOMER: Jonathan David, Esq
JONATHAN N. DAVID, ESQ.

200002495402--4

Suite 1006
999 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: FLIGHT LOGISTICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 21 AM 2:20

RECEIVED
98 APR 21 PM 4:14
DIVISION OF CORPORATIONS
868

ARTICLES OF INCORPORATION

OF

FLIGHT LOGISTICS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 21 AM 2:20

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FLIGHT LOGISTICS, INC.

The address of the principal office of this corporation shall be 15311 S.W. 50th Street, Miramar, FL , and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, 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 100 shares of common stock having \$1 per value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 999 Brickell Avenue, Suite 1006, Miami, FL 33131, and the name of the initial registered agent of the corporation at that address is Jonathan David, Esq.

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have two (2) directors, initially. The names and addresses of the initial directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Michael Elkaim

15311 S.W. 50th Street
Miramar, FL 33027

Mike Malka

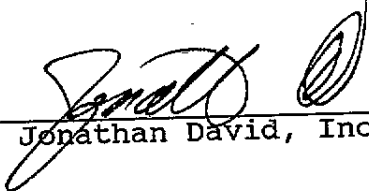
c/o Jonathan David, Esq.
999 Brickell Ave., Suite 1006
Miami, FL 33131

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Jonathan David, Esq.
(via CSC Networks)
999 Brickell Ave., Suite 1006
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal on April 20, 1998.

By: 
Jonathan David, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 21 AM 2:20

FLIGHT LOGISTICS, INC.

I, Jonathan N. David of 999 Brickell Avenue, Suite 1006, Miami, FL 33131, state that I am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes for Flight Logistics, Inc.

By: _____


JONATHAN N. DAVID, ESQ.