

INTERNATIONAL ACCOUNTING SYSTEM

ACCOUNTANTS AND TAX CONSULTANTS
ADMINISTRATIVE AND LEGAL SERVICES
COMPUTER SYSTEM SERVICES

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-05/11/98-01090-018
***122.50 ***122.50

Miami, FL March 12th, 1998

DEPARTMENT OF STATE
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclose please find the articles of Incorporation
for: PHOENIX AIRBORNE CORP

(original and one copy) as well a check for the amount
of \$ 122.50 for corresponding fees as follows:

Profits Corporation Filing Fees
Certified Copy
Registered Agent Designation.

Please for any question for this corporation, do not
hesitate to contact us by phone.

Sincerely

7
Jose M. Viana

JMV/me
Enclose.

73
98 MAY 11 11 15 AM '98
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLES OF INCORPORATION
OF
PHOENIX AIRBORNE CORP

FILED
98 MAY 11 PM 1:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 this corporation is:

PHOENIX AIRBORNE CORP

ARTICLE II - NATURE OF THE BUSINESS:

This corporation may engage in any activity of business permitted under the laws of the United States, any State or any foreign country.

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE:

The existence of this corporation shall commence on the 16th day of March, 1998, provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence; and shall continue perpetually unless dissolved according to law.

ARTICLE IV - CAPITAL STOCK:

The capital stock of this corporation shall be 100 SHARES
COMMON STOCKS \$ 100.00 PAR VALUE.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Directors at a meeting called for such purposes.

ARTICLE V - INITIAL PRINCIPAL OFFICE OR MAILING ADDRESS:

The streed address of the initial principal office of this corporation is: 3802 SOUTHWEST 136th AVENUE, MIAMI, FL. 33175-3230

The initial principal office or mailing address may be changed

by a majority of the members of the board of directors present at a validly convened meeting.

ARTICLE VI - INITIAL BOARD OF DIRECTORS:

The business of this corporation shall be conducted by a BOARD OF DIRECTORS of not less than one (1) Director, the exact number of Directors to be fixed by the Bylaws of this corporation. Directors need not be stockholders nor residents of Florida. The initial Directors of this corporation shall be:

ROLANDO ANDRES.
3802 SW 136th Avenue
Miami, Fl. 33175-3230

ARTICLE VII - SUBSCRIBERS:

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

ROLANDO ANDRES
3802 SW 136th Avenue
Miami, Fl. 33175-3230

ARTICLE VIII - BY LAWS:

The power to adopt, alter, amend, or repeal bylaws shall ve vested in the stockholders.

ARTICLE IX - INDEMNIFICATION:

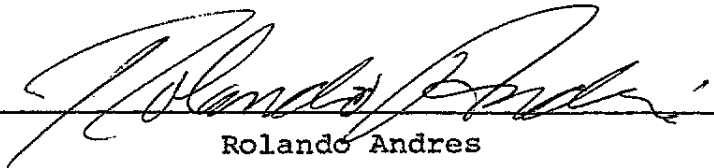
To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as Officers or Directors of the corporation, and each person who serves at the request of the corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection whith any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE X - AMENDMENT:

In the Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of the Directors, proposed by them to the stockholders and approved at a stockholders meeting by the majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this Twelve day of March, 1998.



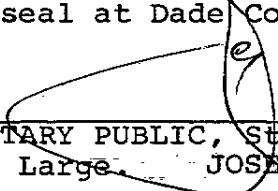
Rolando Andres

STATE OF FLORIDA
MIAMI }
COUNTY OF/DADE } SS:

BEFORE ME, the undersigned authority, personally appeared
Mr. ROLANDO ANDRES
who is personally known to me, and who presented his
drivers license
and who executed and subscribed the foregoing Articles of
Incorporation, and acknowledged before me, that
executed the same and subscribed to the same for the purpose
therein expressed.
WITNESS my hand and official seal at Dade County, Florida
this March 12, 1998.



Jose M. Viana
MY COMMISSION # CC624033 EXPIRES
June 15, 2001
BONDED THRU TROY FAIN INSURANCE, INC.



NOTARY PUBLIC, State of Florida
at Large. JOSE M VIANA


CERTIFICATE - REGISTERED AGENT

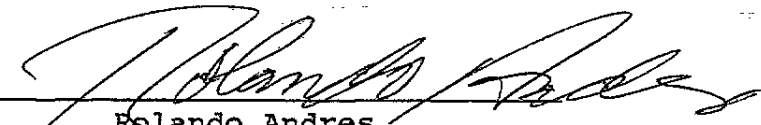
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with section 48.091, Florida Statutes, the
following is submitted:

FIRST-- THAT PHOENIX AIRBORNE CORP
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS
AT CITY OF Miami, STATE OF FLORIDA, HAS NAMED
ROLANDO ANDRES
LOCATED AT 3802 SW 136th Avenue, Miami, Fl.
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


SECOND-- THAT PHOENIX AIRBORNE CORP
PRINCIPAL OF BUSINESS AND ITS REGISTERED OFFICE ARE
LOCATED AT 3802 SW 136th Avenue, Miami, Fl.

By: 
Rolando Andres
Registered Agent

By: 
Rolando Andres
Subscriber President

Date:

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 ALL STATUTES RELATIVE TO THE PRO-
PER AND COMPLETE PERFORMANCE OF MY DUTIES.

By: 
Rolando Andres
Registered Agent

DATE: March 12th, 1998