

D & D Accounting
& Tax Service, Inc.

P98000048403

May 20, 1998

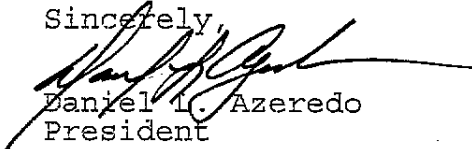
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32312

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-05/26/98--01101--016
***122.50 ***122.50

Gentlemen:

This is a new filing for Abacoa Airport & Seaport Service, Inc. .The Articles of Incorporation and the required filing fee of \$ 122.50 are enclosed. Please return the recorded Articles to the address on this letter.

Sincerely,


Daniel L. Azeredo
President

FILED
98 MAY 26 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-6/1/98

**ARTICLES OF INCORPORATION
OF
ABACOA AIRPORT & SEAPORT SERVICE, INC.**

The undersigned hereby makes, subscribes, acknowledges, and files these Articles of Incorporation for the purpose of forming a corporation under the Laws of the state of Florida.

**ARTICLE I
NAME**

The name and address of the Corporation shall be:

ABACOA AIRPORT & SEAPORT SERVICE, INC.
14410 65th Way North
Palm Beach Gardens, Florida 33418

**ARTICLE II
DURATION**

This Corporation shall exist in perpetuity.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of engaging in any activity or business permitted under the Laws of the State of Florida or of the United States of America.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is Authorized to issue five hundred (500) Shares of Capital Stock with a par value of One Dollar and no cents (\$1.00) per Share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address in this State of the initial registered office of the Corporation is 14410 65th Way North, Palm Beach Gardens, Florida 33418 and the name of the initial registered agent is Peter N. Szabo.

FILED
98 MAY 26 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of Directors may be increased or decreased from time to time by the By-laws but shall never be less than one (1). The name and address of the initial Director is:

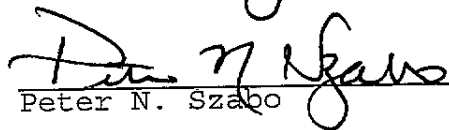
Peter N. Szabo
14410 65th Way North
Palm Beach, Florida 33418

ARTICLE VII
INCORPORATOR

The name of the person signing these Articles of Incorporation is:

Peter N. Szabo
14410 65th Way North
Palm Beach, Florida 33418

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 18th day of May, 1998.


Peter N. Szabo

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me, the undersigned authority, personally

appeared PETER N. SZABO, to me well known and known to me to be the person described in and who executed the foregoing Articles, and he acknowledged to and before me that he executed said Articles for the purpose therein expressed.

WITNESS my Hand and Official Seal this 18th day of May, 1998.

Kathy Szabo
Notary Public, State of Florida

(Seal)

My commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF
PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED**

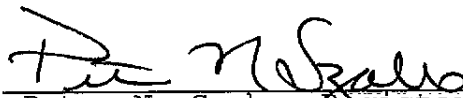
In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

THAT, ABACOA AIRPORT & SEAPORT SERVICE, INC., desiring to
organize under the laws of the State of Florida, with its
principal offices as indicated in the Articles of
Incorporation, has named Peter N. Szabo, at 14410 65th Way
North, Palm Beach Gardens, Florida, 33418 as its Registered
Agent to accept service of process within the State of
Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above- stated corporation, at the place designated by this
Certificate, I hereby accept to act in this capacity and
agree to comply with the provisions of said Act relative to
keeping open said office.

May 18, 1998



Peter N. Szabo, Registered Agent
for ABACOA AIRPORT & SEAPORT
SERVICE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 26 AM 9:34

FILED