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29 May, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: ARTICLES OF INCORPORATION OF
JET CARGO U.S.A., INC.

Dear Sir or Madam:

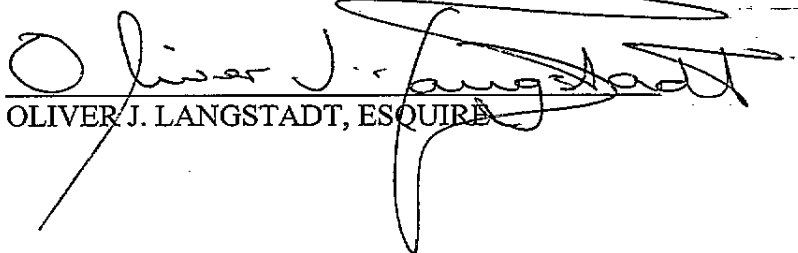
Enclosed please find the following:

1. Articles of Incorporation of Jet Cargo U.S.A., Inc.
2. Check made payable to the Secretary of State in the amount of \$122.50 which represents the required filing fee.

Please process these Articles at your earliest convenience and forward a stamped copy of the filed Articles of Incorporation to the undersigned in the enclosed self addressed stamped envelope.

Thank you for your kind cooperation in this matter and should you have any questions, please do not hesitate to contact me.

Very truly yours,
RODRIGUEZ LANGSTADT & AGUERO


OLIVER J. LANGSTADT, ESQUIRE

OJL:al
Enclosures
(as stated)

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122.50
APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

JET CARGO U.S.A., INC.

THE UNDERSIGNED, for the purposes of forming a corporation, under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is:

JET CARGO U.S.A., INC.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are the following:

- A. To engage and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED,
AND
FILED

ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue is **ONE THOUSAND (1,000) SHARES** of common stock with no par value.

ARTICLE FIVE

The street address of the initial office of the Corporation is:

1840 N.W. 95th Avenue
First Floor
Miami, Florida 33172

The name of the initial Registered Agent is:

OLIVER J. LANGSTADT, ESQUIRE

The address of the Registered Agent is:

815 Ponce De Leon Boulevard
Second Floor
Coral Gables, Florida 33134

ARTICLE SIX

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of each initial Director/Officer of the Corporation are as follows:

Luciano Lionel Cortese
President/Secretary
Condarco 2655 "B"
Buenos Aires, Argentina

Mariano Hernan Roca
Vice President/Treasurer
J.R. de Velazco 822, 3ro "B"
Buenos Aires, Argentina

ARTICLE SEVEN

The name and address of the incorporator is as follows:

MARIANO HERNAN ROCA
J.R. de Velazco 822, 3ro "B"
Buenos Aires, Argentina

ARTICLE EIGHT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE NINE

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE TEN

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 29th day of MAY, 1998.



MARIANO HERNAN ROCA
Incorporator

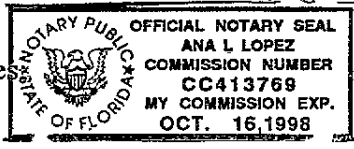
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

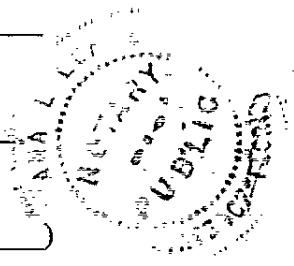
The foregoing instrument was acknowledged before me this 29 day of May, 1998, by MARIANO HERNAN ROCA, who personally appeared before me at the time of notarization.

NOTARY PUBLIC-STATE OF FLORIDA

Sign *Ana Lopez*

Print Ana-L. Lopez

My commission expires 



Personally Known or Produced Identification X
(Type of Identification Produced R200-548-68-162-0)
Fla. Driv. Lic.

These Articles were prepared by:

OLIVER J. LANGSTADT, ESQUIRE
815 Ponce De Leon Boulevard
Second Floor
Coral Gables, Florida 33134
Tel: 305-461-5667
Fax: 305-461-4885

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the foregoing articles of incorporation, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 29 day of MAY, 1998.


OLIVER J. LANGSTADT, ESQUIRE
Registered Agent

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AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA