

8/03/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: UNITED SKYCAP SERVICES, INC.

AUDIT NUMBER.....H98000014288

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

CERT. OF STATUS...1

PAGES.....4

CERT. COPIES.....0

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

UNITED SKYCAP SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1441 S.W. 102nd Ct.
Miami, Fl 33174

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One hundred (100) of one class of common stock having a par value of ten dollars (\$10.00) per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Gustavo Duenas
1441 S.W. 102nd Ct.
Miami, Fl 33174

Prepared by:
Otto G. Bauta
1901 S.W. 5th Ave
Miami, Fl 33129

(305)858-3135

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ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

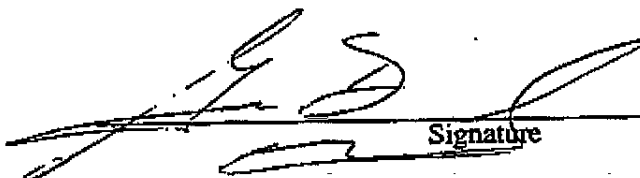
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Gustavo Duenas
1441 S.W. 102nd Ct.
Miami, Fl 33174

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

31st day of July, 19 98.

(An additional article must be added if an effective date is requested.)


Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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**CERTIFICATE OF DESIGNATION OF
 REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: UNITED SKYCAP SERVICES, INC.
2. The name and address of the registered agent and office is:

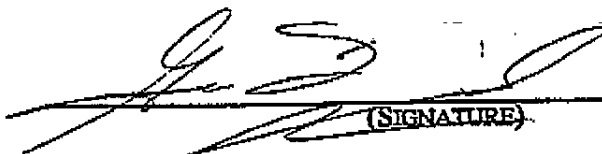
GUSTAVO DUENAS
 (NAME)

1441 S.W. 102nd Ct.
 (P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, Fl 33174
 (CITY/STATE/ZIP)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.


 (SIGNATURE)

7-31-98
 (DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

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