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August 27, 1998

EFFECTIVE DATE
8-27-98

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-08/28/98--01064--007
****122.50 ****122.50

Department of State
Division of Corporations
Old Jail
409 E. Gaines St.
Tallahassee, FL 32301

FEDERAL EXPRESS
AIRBILL NO.:4394281290

Re: Strong Arm Air Cargo, Inc..

Dear Sir or Madam:

Enclosed are the Articles of Incorporation of Strong Arm Air Cargo, Inc., along with a check in the amount of \$122.50. The check is to cover the following costs:

-Filing fee	\$35.00
-Certificate of registered agent	\$35.00
-Certified copy of Articles	\$52.50

Please process the enclosed articles as soon as possible. If you have any questions, please feel free to contact our office.

Sincerely yours,

GATLIN & BIRCH, P.A.


DEAN W. BIRCH, ESQUIRE

DWB:ccr

Enclosures (2)

cc: Mr. Robert F. Curtis, Jr.

4staa-col

FILED
98 AUG 28 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-1-98
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EFFECTIVE DATE

8-27-98

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STRONG ARM AIR CARGO, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the corporation is STRONG ARM AIR CARGO, INC.

ARTICLE 2 - CORPORATE COMMENCEMENT AND DURATION

The corporation shall have perpetual existence commencing on the date of execution of these Articles of Incorporation by the Incorporator.

ARTICLE 3 - PURPOSE

This corporation is organized to transact any and all lawful business for which corporations may be incorporated.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$.01 par value common stock.

ARTICLE 5 - REGISTERED OFFICE AND AGENT

That the name of the corporation's initial registered agent is ROBERT F. CURTIS, JR., and the initial street address of the corporation's registered agent is 5815 GALLEON WAY, TAMPA, FLORIDA 33615.

ARTICLE 6 - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one (1). The number of directors shall be fixed by the Bylaws of this corporation and may be changed from time to time, but shall never be less than one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME:

ROBERT F. CURTIS, JR.

ADDRESS:

5815 GALLEON WAY
TAMPA, FLORIDA 33615.

ARTICLE 7 - PRINCIPAL OFFICE

The principal office of the corporation, for the time being and until changed, is 5815 GALLEON WAY, TAMPA, FLORIDA 33615.

ARTICLE 8 - INCORPORATORS

The name and address of each incorporator is:

NAME:

ADDRESS:

ROBERT F. CURTIS, JR.

5815 GALLEON WAY
TAMPA, FLORIDA 33615.

ARTICLE 9 - SHAREHOLDER QUORUM AND VOTING

The presence, at any shareholders meeting, in person or by proxy, of persons entitled to vote a majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the outstanding shares of the corporation or shares represented at a meeting at which a quorum is present is required to constitute any act or decision of the shareholders. In the event any person who is entitled to vote at a meeting of the shareholders abstains from voting, the shares which that person is entitled to vote shall not be considered in determining whether or not sufficient votes have been cast in favor of any matter or motion presented to the shareholders. Except as may be otherwise provided in these Articles of Incorporation or by F.S. §607.0721, each outstanding share of stock is entitled to one (1) vote on each matter submitted to the shareholders for a vote.

ARTICLE 10 - BOARD OF DIRECTORS QUORUM AND VOTING

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present is required to constitute any act or decision of the Board of Directors.

ARTICLE 11 - RIGHT TO REDEEM

The corporation has the right to redeem its shares at the price, and subject to the terms and conditions, contained in any stock purchase agreement entered into by the corporation.

ARTICLE 12 - COMPENSATION OF OFFICERS

The Board of Directors shall have the authority to determine and set the compensation of all of the officers of the corporation, including the salaries of those officers who are also members of the Board of Directors, and no director shall be disqualified from voting on such compensation by virtue of also being an officer of the corporation.

ARTICLE 13 - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth within the Bylaws.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation on this 27 day of AUGUST, 1998.

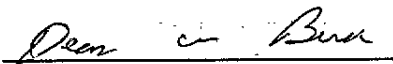

INCORPORATOR - ROBERT F. CURTIS, JR.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared ROBERT F. CURTIS, JR., who is personally known to me or who produced N/A as identification and who is known to me to be the person who signed the foregoing Articles the Incorporation and who acknowledged for me that he executed the foregoing for the uses and purposes therein expressed.

WITNESS my hand and seal at the State and County aforesaid this 27th day of August, 1998.

My commission expires:


NOTARY PUBLIC - STATE OF FLORIDA

Dean W. Birch
Printed Name

(Seal)



DEAN W BIRCH
My Commission CC438753
Expires Mar. 02, 1999
Bonded by NFNU
800-224-8368

REGISTERED AGENT ACCEPTANCE

I, the undersigned, hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for this corporation.



REGISTERED AGENT

FILED
98 AUG 28 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA