

YUCATAN AIR CARGO, INC.
7600 Bryan Dairy Road, Suite B
Largo, Florida 33777

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -7 AM 9:33

Attached is the paperwork for our newest deal.

Richard found the name Yucatan Air Cargo, Inc.

Please sign all paperwork where indicated, make copies, and send the articles and cover letter to the State via overnight delivery to the following address:

State of Florida
Division of Corporations
409 E. Gaines
Tallahassee, Florida 32399
(850)487-6054

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-10/07/98--01062--016
***122.50 ***78.75

EFFECTIVE DATE
10-6-98

Please return all copies to me.

I have also enclosed a check to you for \$122.50 for the filing fee. Please attach a personal check to the articles.

Also attached is a copy of the Business Plan for Yucatan Airfreight, Inc., per your request.

As we discussed we need a Business Plan for Yucatan Air Cargo, Inc. as soon as possible.

Thanks,

Re: **Yucatan Air Cargo, Inc.**

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Yucatan Air Cargo, Inc. Along with a check in the amount of \$122.50 to cover all fees, including a certified copy of the Articles. If you need any further information, please contact me at (727) 546-2727.

Sincerely,

C.G. Masters

Charles G. Masters

Encls.

D. BROWN OCT - 9 1998

**ARTICLES OF INCORPORATION
OF
YUCATAN AIR CARGO, INC.**

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ARTICLE I

Corporate Name and Principal Office

The name of this corporation is Yucatan Air Cargo, Inc., and its principal office and mailing address is 7600 Bryan Dairy Rd, Suite B, Largo, Florida 33777.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on October 6, 1998.

ARTICLE III

General Nature of Business

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

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock that this corporation shall be authorized to have outstanding at any one time shall be fifty million shares of common stock at \$.0001 par value per share and fifty million shares of preferred stock at \$.0001 par value per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be

7600 Bryan Dairy Road, Suite B, Largo, Florida 33777, and the initial registered agent of the corporation at such address is Charles G. Masters.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

NAME

ADDRESS

Charles G. Masters

7600 Bryan Dairy Rd, Suite B
Largo, Florida 33777

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgement of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 6th day of October, 1998.



Charles G. Masters

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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, Yucatan Air Cargo, Inc., desiring to organize under the laws of the State of Florida, hereby designates Charles G. Masters, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 7600 Bryan Dairy Road, Suite B, Largo, Florida 33777 the business office of its Registered Agent, as its Registered Office.

YUCATAN AIR CARGO, INC.

By: 
Charles G. Masters, Incorporator

ACKNOWLEDGEMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.


Charles G. Masters