

PEPPER ET ASSOCIÉS

Avocats - Procureurs
Barristers - Solicitors

Société en participation

294 ouest, rue St-Paul, bureau 101
Montréal (Québec)
H2Y 2A3

John T. Pepper Jr.
Marie R. Sorella
Nader Khalil

Téléphone: (514) 288-3322
Télécopieur: (514) 843-8415

October 20th, 1998

P98000091025

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

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-10/26/98--01063--001
****131.25 *****87.50

SUBJECT: Air LB U.S.A. Inc.

Madam, Sir,

Enclosed is an original and one (1) copy of the articles of incorporation and a cheque for 131.25\$ representing costs of filing the certified copy and certificate of status.

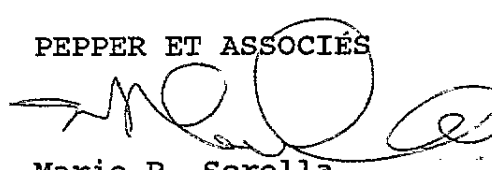
Please send copy and certificate to the attention of the undersigned.

While awaiting your reply and with kind regards, I remain,

Yours very truly,

PEPPER ET ASSOCIÉS

Marie R. Sorella



MRS/lm
Encl.

FILED
OCT 26 PM 3:23
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ajc
10/27

ARTICLES OF INCORPORATION
(a corporation for profit)

FILED

OCT 26 PM 3:23

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1 NAME

The name of the Corporation shall be:

AIR LB U.S.A. INC.

ARTICLE II PRINCIPAL OFFICE

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

6543, 46th avenue North
Suite 1107
Pinellas Park, Florida
33782

ARTICLE III NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV TERM OF EXISTENCE

The duration of the Corporation is perpetual.

ARTICLE V CAPITAL STOCK

The Corporation is authorized to have outstanding one (1) class of stock designated as common stock. The maximum number of shares of common stock which the Corporation is authorized to have outstanding is 50,000 shares at a per value of 5,00\$ per share.

ARTICLE VI CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than 1,000.00\$.

ARTICLE VI-B STOCKHOLDERS

Common Stockholders

Section 1

The holders of the common stock of this Corporation shall have the exclusive power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting and properly noticed for that purpose, with not less than a majority vote of the common stockholders. Holders of the common stock are entitled to vote on all questions required by law on the basis of one (1) vote per share.

Section 2

The majority consent of the stockholders of common stock shall be required for any shareholder action.

PREEMPTIVE RIGHTS OF COMMON STOCKHOLDERS

Section 3

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, term and conditions that shall be fixed by the Board of Directors such of the shares of the stock of this Corporation as may be issued for money, property or services from time to time in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

Section 4

The shareholders of this Corporation shall not be allowed to vote their shares cumulatively.

STATED CAPITAL, DIVIDENDS, INITIAL ISSUE

Section 5

Stated capital The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Section 6

Dividends The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 7

Initial Issue All the shares of the capital stock of the Corporation may be issued for cash by the board of directors at a par value of 5,00\$ per share.

ARTICLE VII REGISTERED AGENT

The registered agent for the Corporation shall be Corporate Creations, who shall accept service of process at 941 Fourth Street, suite 200, Miami Beach, Florida, U.S.A., 33134-6629.

ARTICLE VIII NUMBER OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors, which shall consist of at least one (1) member and at most five (5) members, unless otherwise altered by the Board of Directors and Bylaws.

ARTICLE IX BOARD OF DIRECTORS

The names and addresses of the persons who are to serve as Directors for the ensuing year, or until their successors are elected or appointed and have qualified, are as follows:

Directors

Mr. Jean-Guy St-Amand
4660 Bellerive Street
Carignan, Quebec
CANADA
J3L 4X5

Officers

Mr. Jean-Guy St-Amand
4660 Bellerive Street
Carignan, Quebec
CANADA
J3L 4X5

president/secretary/treasurer

ARTICLE X BY-LAWS

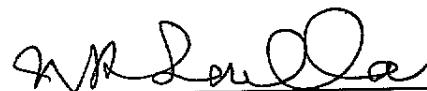
- 1.1 The stockholders of this Corporation shall provide such by-laws for the conduct of the business of the Corporation and the carrying out of its purposes as the stockholders may deem necessary from time to time.
- 2.2 Such by-laws and these articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation or the by-laws be made.

ARTICLE XI INCORPORATOR

The name and address of the incorporator subscribing to these Articles is:

Marie R. Sorella
294 St-Paul St. West
Suite 101
Montréal, Québec
Canada
H2Y 2A3

In witness whereof, the undersigned has set his hand and seal at Montreal, this 30 day of September 1998.

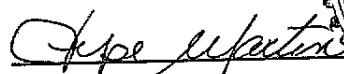


Marie R. Sorella
294 St-Paul St. West
Suite 101
Montreal, Quebec
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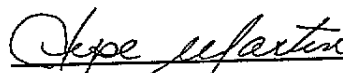
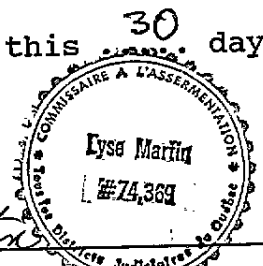
QUEBEC, CANADA

I HEREBY CERTIFY that on this day, personally appeared before me, a commissioner of oaths duly authorized to take acknowledgments, to me known to be the person who executed the above and foregoing Articles of Incorporation, for the purposes therein described.

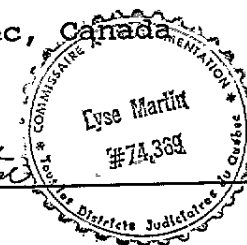
WITNESS my hand and official seal at Montreal, this 30 day of September 1998.



Commissioner of Oaths
for the district of Montreal,
province of Quebec, Canada



LYSE MARTIN



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with section 48.091, Florida statutes the following is submitted.

That AIR LB U.S.A. INC. desiring to qualify under the laws of the State of Florida, with its principal office at 6543, 4th Avenue, rue Nord, suite 107, Penellas Park, Florida, U.S.A. 33781, names Corporation Creations, 941 Fourth Street, Suite 200, Miami Beach, Florida, U.S.A., 33134-6629 as its agent to accept service of process within Florida.

Having been named to accept service of process for the above named Corporation, at the place designated in the Articles of Incorporation and this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED, this 30.... day of September 1998.


CORPORATE CREATIONS

BY: Luis A. URIARTE, VICE PRESIDENT
CORPORATION OF FLORIDA
TALLAHASSEE, FLORIDA