



AEROALE INC.

1300 S.W. 67th Avenue • Miami, Florida 33144 • U.S.A.

P98000097991

200002690192-4
-11/18/98-01012-011
****122.50 ****78.75

Thursday, November 12, 1998

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

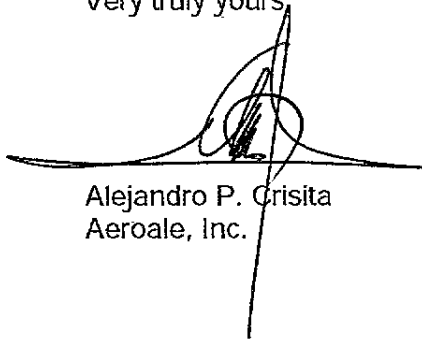
Re.: Aeroale, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Alejandro P. Crisita
Aeroale, Inc.

FILED
98 NOV 18 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OB
11-23-98
4

ARTICLES OF INCORPORATION

of

Aeroale, Inc.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Aeroale, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
1300 S.W. 67th Avenue		
CITY Miami	FLORIDA	ZIP 33144
Mailing address, if different		
STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME Alejandro P. Cristia
ADDRESS 1300 S.W. 67th Avenue
CITY Miami FLORIDA ZIP 33144

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

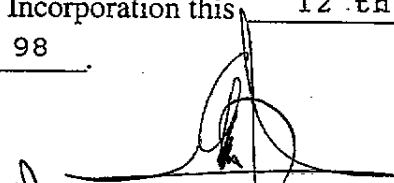

NAME	Alejandro P. Cristia		
ADDRESS	1300 S.W. 67th Avenue		
CITY	Miami	STATE	Florida
ZIP	33144		
NAME	Alejandro Mochkovsky		
ADDRESS	1300 S.W. 67th Avenue		
CITY	Miami	STATE	Florida
ZIP	33144		
NAME			
ADDRESS			
CITY		STATE	
ZIP			

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Alejandro P. Cristia		
ADDRESS	1300 S.W. 67th Avenue		
CITY	Miami	STATE	Florida
ZIP	33144		
NAME	Alejandro Mochkovsky		
ADDRESS	1300 S.W. 67th Avenue		
CITY	Miami	STATE	Florida
ZIP	33144		
NAME			
ADDRESS			
CITY		STATE	
ZIP			

The undersigned incorporator(s) have executed these Articles of Incorporation this 12 th day of November, 19 98.

 (Signature)
 (Signature)
____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

FILED
98 NOV 18 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Aeroale, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

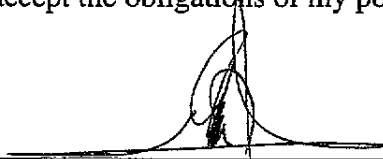
at 1300 S.W. 67th Avenue

Miami, Florida 33144

has named Alejandro P. Cristia

located at the aforesaid address, as its registered agent to accept service of process within this state.

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)

November 12, 1998

(Date)