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FLORIDA PROFIT CORPORATION OR P.A.

CB AVIATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 7, 1998

EMPIRE

SUBJECT: CB AVIATION, INC.
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THE CONFLICT IS CB AVIATION, INC., DOC. NUMBER P94000086801.

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Michelle Milligan
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ARTICLES OF INCORPORATION OF
CB INTERNATIONAL AVIATION, INC.

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

ARTICLE I NAME

The name of this corporation is CB International Aviation, Inc.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on January 1, 1999.

ARTICLE III PRINCIPAL OFFICE

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

8253 NW 64th Street
Miami, FL 33166

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares of \$1.00 per value common stock

ARTICLE V INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The names and addresses of the initial board of directors are:

NAME	ADDRESS
Enrique Chauca President	8253 NW 64 th Street Miami, FL 33166

Prepared by: Sergio Massa, Accountant
Business Authority Corp.
8347 SW 40th Street
Miami, FL 33155
Tel: (305) 220-3420

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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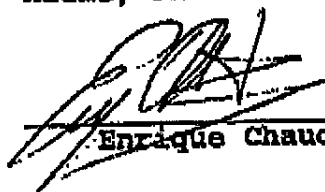
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ARTICLE VI INCORPORATOR

The name and address of the incorporators to these Articles of Incorporation are:

Enrique Chauca
8253 NW 64th Street
Miami, FL 33166


Enrique Chauca

ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Enrique Chauca
8253 NW 64th Street
Miami, FL 33166

ACKNOWLEDGMENT:

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.


Enrique Chauca

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