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MORTON H. SILVER

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January 11, 1999

Hon. J. Kassee
Directors Office
Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

Privileged & Confidential

In re: Registration of PAX AUSTRAL, Inc.

400002742164-9

-01/14/99-01009-016

*****78.75 *****78.75

Dear Sir:

Enclosed please you will find duly executed articles for the above corporation, together with a check in the sum of \$78.75 to cover the costs of registering same.

Thank you very much for your usual help.

Very truly yours,



MORTON H. SILVER

MHS:gn

encl.

sent: overnight mail

cc. Carlos Manrique, Oscar Farinas and Ricardo Retamozo

SECRETARY PAX AUSTRAL 011199

1-14
WS

ARTICLES of INCORPORATION
of
PAX AUSTRAL, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned incorporators under these Articles of Incorporation, in order to form a corporation under the laws of Florida, hereby certify:

ARTICLE 1 - The name of the corporation is:

PAX AUSTRAL, Inc.

ARTICLE 2 - This corporation is to exist perpetually.

ARTICLE 3 - The general purposes for which this corporation is

organized is:

(a) To carry on the business of import and export of general merchandise, foodstuffs, mercantile goods and wares and any other goods, merchandise or products of every kind and description in all foreign and domestic markets, to act as consultants, brokers, commission men, factors and agents for buyers and sellers, both foreign and domestic. To purchase and sell goods that are permitted by the laws of the United States to be handled in interstate commerce, and world foreign trade. To acquire, use, and operate equipment, materials, and supplies, and maintain all things necessary to effect the purpose and objectives that are required in this type of business as above and herein generally described.

(b) To engage in the business of freight forwarding, transportation and movement of cargo; furnishing every kind of support service to airlines, including, but not limited to administration, office personnel, cargo handling, aircraft maintenance, ticket handling, cargo and passenger ticket sales and promotion, import and export documentation and services, custom documentation and any other service in connection with the airline business, both passenger and cargo, both at wholesale or retail, as principal or agent, and any other business in connection therewith.

(c) To further engage in the business of furnishing every kind of support service to airlines, including, but not limited to administration, office personnel, cargo handling, aircraft maintenance, ticket handling, cargo and passenger ticket sales and promotion, freight forwarding, import and export documentation and services, custom documentation and any other service in connection with the airline business, both passenger and cargo, both at wholesale or retail, as principal or agent, and any other business in connection therewith.

(d) To do anything which a corporation may lawfully do under the laws of the State of Florida.

ARTICLE 4- The street and mailing address of the initial principal office of the corporation is: 9079 G S.W. 133 Court, Miami, Florida 33186.

ARTICLE 5- The aggregate number of shares of stock which the corporation shall have authority to issue is 50 shares of no par value, capital stock.

ARTICLE 6- The street address of the initial registered office of the corporation is 24000 Tennessee Road, Homestead, Florida 33031; and the name of its initial registered agent at such address is: Morton H. Silver.

ARTICLE 7- This corporation shall have not less than one director on the Board of Directors initially. The By Laws may increase or diminish the number of directors, but shall never be less than one. The names and addresses of the members of the first Board of Directors are:

Name: Carlos Manrique

Address: 9079 G S.W. 133 Court, Miami, Florida 33186.

Name: Oscar Farinas

Address: 10541 S.W. 120 Avenue, Miami, Florida 33186.

Name: Ricardo Retamozo

Address: 19101 Mystic Point Drive, Aventura, Florida 33180.

ARTICLE 8- The name and address of each incorporator of the corporation is:

Name: Carlos Manrique

Address: 9079 G S.W. 133 Court, Miami, Florida 33186.

Name: Oscar Farinas

Address: 10541 S.W. 120 Avenue, Miami, Florida 33186.

Name: Ricardo Retamozo

Address: 19101 Mystic Point Drive, Aventura, Florida 33180.


Incorporator


Incorporator


Incorporator

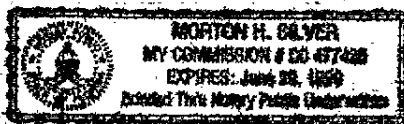
STATE OF FLORIDA:

Acknowledgment

COUNTY OF DADE :

PERSONALLY APPEARED before me, the undersigned authority, Carlos Manrique, Oscar Farinas and Ricardo Retamozo, to me well known as the person(s) described as Incorporator(s) in the above Articles of Incorporation, and acknowledged it to be his/her/their deed.

WITNESS my hand and seal this 11 day of January 1999 at City of Miami, County of Dade, State of Florida.



Morton H. Silver
Notary Public - State of Florida

My Commission Expires:

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above named corporation and to act as its Registered Agent at the place designated in the foregoing Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of said duties.

Dated: January 11 1999.

Morton H. Silver
REGISTERED AGENT

Morton H. Silver
24000 Tennessee Road
Homestead, Florida 33031

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