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Florida Department of State
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To:
 Division of Corporations
 Fax Number : (850) 922-4001

From:
 Account Name : BUSINESS WORLD TRANSACTIONS, INC.
 Account Number : 104512000707
 Phone : (305) 867-8448
 Fax Number : (305) 867-8200

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99 FEB - 2 AM 10: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

AERO INCA, INC.

Aero means aerial. Inca is a tribe (an indigenous tribe) from South America

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be: AERO INCA, INC.

ARTICLE II

PRINCIPAL OFFICE

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

8390 S.W. 154 AVE. SUITE 50
MIAMI, FL. 33193-5021

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "COMMON SHARES."

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JUAN E. BERAN
8390 S.W. 154 AVE. SUITE 50
MIAMI, FL. 33193-5021

Prepared By: JUAN E. BERAN
8390 S.W. 154 AVE. SUITE 50
MIAMI, FL. 33193-5021
305 3852324

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**ARTICLE V
INCORPORATOR(S)**


The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

JUAN E. BERAN
8390 S.W. 154 AVE. SUITE 50
MIAMI, FL. 33193-5021

DIRECTOR & PRESIDENT

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

01 day of 02, 19 99



Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the corporation is: AERO INCA, INC..

2. The name and address of the registered agent and office is:

JUAN E. BERAN
8390 S.W. 154 AVE. SUITE 50
MIAMI, FL. 33193-5021

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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)

02-01-99
(DATE)

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