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March 8, 1999

Division of Corporations
Florida Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, FL 32399

100002801341--4
-03/10/99-01096-001
122.50 *78.75

Re: Articles of Incorporation of Air Cargo International, Inc.

Dear Sir or Madam:

I enclose for filing the above referenced Articles of Incorporation and a check in the amount of \$122.50 to cover the cost for filing fees and a certified copy of the Articles. Also enclosed is a copy of the Articles of Incorporation to be used for the certified copy to be returned to me.

Should you have any questions, please do not hesitate to call.

Sincerely,



David J. Edwards

enc.

DJE:kdn

EFFECTIVE DATE
3-8-99

FILED
99 MAR 10 AM 8:45
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ajc
3/16

ARTICLES OF INCORPORATION

OF

AIR CARGO INTERNATIONAL, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name

Section 1.1. Name. The name of the corporation is Air Cargo International, Inc.

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

EFFECTIVE DATE

3-8-99

ARTICLE III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares having a par value of \$.01 per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V
Initial Registered Office, Principal Office and Agent

Section 5.1. Principal Office. The street address of the principal place of business of this corporation is:

9485 Regency Square Boulevard, Suite 425, Jacksonville, Florida 32225.

Section 5.2. Registered Agent. The street address of the initial registered office of this corporation is:

200 N. Laura Street, Suite 1200, Jacksonville, Florida 32202,

and the name of the initial registered agent of this corporation at that address is: David J. Edwards.

ARTICLE VI
Directors

Section 6.1. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Directors. The name and street address of the initial members of the first board of directors of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Spence J. Edwards	855 St. Johns Bluff Road, Jacksonville, Florida 32225;
L. Emory White	9485 Regency Square Boulevard, Suite 425, Jacksonville, Florida 32225;
David J. Edwards	c/o 200 N. Laura Street, Suite 1200, Jacksonville, Florida 32202.

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

Bylaws

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII

Incorporator

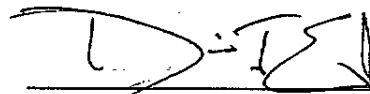
Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is: David J. Edwards, 200 N. Laura Street, Suite 1200, Jacksonville, Florida 32202.

ARTICLE IX

Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 8th day of March, 1999.



David J. Edwards

REGISTERED AGENT CERTIFICATE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 Air Cargo International, Inc.
2. The name and address of the registered agent and office is:

David J. Edwards
200 N. Laura Street, Suite 1200
Jacksonville, Florida 32202.

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAR 10 AM 8:45

FILED

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.



David J. Edwards

Dated: March 8, 1999

(Art-Incp.ACI)