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To:

Division of Corporations

Fax Number : (8

: (850)922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.

Account Number: 071001002335 Phone: (305)599-0839 Fax Number: (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

BECKFORD AIR CARGO, INCORPORATED

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TALLAHASSIE, FLORIDA

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

<u>OF</u>

BECKFORD AIR CARGO, INCORPORATED

ARTICLE 1 - NAME

The name of the corporation shall be: Beckford Air Cargo, Incorporated.

The principal place of business of this corporation shall be:

200 Leslie Drive Hallandale, Florida 33009

ARTICLE II - NATURE OF BUSINESS

This corporation shall engage in air and/or surface commerce within the United States, between the United States and foreign nations, between and among foreign nations on behalf of clients; provide, transfer and/or arrange financing on behalf of clients; and/or act in a consulting capacity between clients in the United States and foreign nations as permitted by the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: One Thousand Shares with a value of Ten Dollars per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

Michael C. Cox -

Registered Agent/Director

200 Leslie Drive

Hallandale, Florida 33009

Richard E. Brandon - Secretary/Treasurer

200 Leslie Drive

Hallandale, Florida 33009

ARTICLE VI - INCORPORATOR (S)

The names and street addresses of the incorporators to this Articles of Incorporation are:

Michael C. Cox -

Registered Agent/Director

200 Leslie Drive

Hallandale, Florida 33009

Richard E. Brandon - Secretary/Treasurer

200 Leslie Drive

Hallandale, Florida 33009

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed this Articles of Incorporation this _ /7 4 day of June _____, 1999.

Signature(s) of Incorporator(s)

Michael C. Cox Richaed E. Brandon

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

Beckford Air Cargo, Incorporated

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

Michael C. Cox 1689 North Hiatus Road, PMB 1258 Pembroke Pines, FL 33026 99 JUN 22 PM 3: 42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE

Michael C. Cox

TITLE

Registered Agent

DATE

6/17/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Michael C. Cox

DATE

6/17/99