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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Aerocargo de Nicaragua, Inc.

Certificate of Status	0
Certified Copy	1
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Corporate Filing

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ARTICLES OF INCORPORATION
OF
AEROCARGO DE NICARAGUA, INC.

ARTICLE I - Name

The name of this corporation is Aerocargo de Nicaragua, Inc.

ARTICLE II - Nature of Business

This corporation may engage in any activity of business permitted under the laws of the United States of America and of this State.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is seven thousand five hundred (7,500) shares of common stock, each share having a par value of one dollar (\$ 1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - Term of Existence

This corporation shall have perpetual existence.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is
4751 S.W. 5th St. Miami, FL 33134 and the name of the initial registered agent of this
corporation at that address is Carlos J. Meza.

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ARTICLE VI - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Carlos J. Meza
4751 S.W. 5th St.
Miami, FL 33134

María González
4751 S.W. 5th St.
Miami, FL 33134

All of the said directors are of full age.

ARTICLE VII - Initial Officers

The names and addresses of the officers are as follows:

PRESIDENT: Carlos J. Meza
4751 S.W. 5th St.
Miami, FL 33134

TREASURER: Carlos J. Meza
4751 S.W. 5th St.
Miami, FL 33134

SECRETARY: María González
4751 S.W. 5th St.
Miami, FL 33134

ARTICLE VIII- Incorporator

The name and address of the person signing these articles is:

Carlos J. Meza
4751 S.W. 5th St.
Miami, FL 33134

ARTICLE IX - Distribution

The name and address of each stock subscriber, and the number of shares of stock which each agrees to take, and the sums subscribed to and paid are as follows:

NAME	ADDRESS	SHARE
Carlos J. Meza	4751 S.W. 5 th St. Miami, FL 33134	1000 Shares \$1,000.00

ARTICLE X -Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLES XII - Principal Place of Business

The principal place of business or mailing address of this corporation is

4751 S.W. 5th St.
Miami, FL 33134

ARTICLE XIII Register Agent Acceptance

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 status 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of July, 1999.


INCORPORATOR
REGISTERED AGENTSECRETARY OF STATE
TALLAHASSEE, FLORIDA

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