

P99000083881

J. & E. FERNANDEZ, P. A.
8602 Vivian Bass Way
Odessa, Fl. 33556

February 16, 1998

Secretary of State
Divisions of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

700002980407--8
-09/20/99--01013--003
****122.50 *****78.75

RE: AIR CARTAGE EXPRESS SERVICES, INC.

Dear Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation,
together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of
Incorporation and Fee for Registered Agent Designation for the above named
corporation.

Very Truly Yours,


Jose R. Fernandez

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99 SEP 20 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 9/22/99

**ARTICLES OF INCORPORATION
OF**

AIR CARTAGE EXPRESS SERVICES, INC.

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation, under the laws of the State of Florida, adopt of the following Articles of Incorporation for such corporation.

Article I

NAME: The name of the proposed corporation is:

AIR CARTAGE EXPRESS SERVICES, INC.
P.O. BOX 24451
Tampa, Fl. 33623

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TALLAHASSEE, FLORIDA

Article II

NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under laws of the United States of America and the State of Florida, and any and all acts or statutes amendatory thereof supplemental thereto.

Article III

CAPITAL STOCK: The total number of shares of stock which the corporation shall have the authority to issue is: 600 shares of common stock at a par value of \$1 per share. Stock may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors. Each share of common stock shall represent one (1) vote.

Upon dissolution or liquidation of the corporation, the holders of stock shall be entitled to distribution ratably as their holding may appear upon the stock record of the corporation.

Article IV

INITIAL CAPITAL: The amount of capital with which the corporation will begin business is: \$500.00

Article V

TERM OF EXISTENCE: This corporation is to exist perpetually.

Article VI

ADDRESS: The initial address of the principal office of the proposed corporation in the State of Florida is:

AIR CARTAGE EXPRESS SERVICES, INC.

P.O. BOX 24451

Tampa, Fl. 33623

Article VII

DIRECTORS: The number of Directors of this corporation is:

(2) TWO

Article VIII

ADDRESS OF DIRECTORS: The name of the initial or first director and street address of this corporation who is subject to the provisions of this certificate of corporation By-Laws of this corporation and the general laws of the State of Florida, shall hold office for the first year of existence or until his successor or successors are elected and qualified are:

Nicholas J. Tirone
5307 Southwick Drive
Tampa, Fl. 33624

Mauricio Ramirez
2407 S. Hale Ave.
Tampa, Fl. 33629

Article IX

SUBSCRIBERS: The name and address of the subscribes to these Articles of Incorporation is as follows:

Nicholas J. Tirone
5307 Southwick Drive
Tampa, Fl. 33624

Mauricio Ramirez
2407 S. Hale Ave.
Tampa, Fl. 33629

Article X

REGISTERED AGENT AND RRGISTERED OFFICE: The name and street address of the registered agent and registered office is:

Mauricio Ramirez
2407 S. Hale Ave.
Tampa, Fl. 33629

Article XI

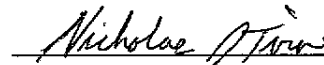
OTHER PROVISIONS:

A. The regulation of the business and the conduct of the affairs of this corporation and provisions creating, dividing and limiting the powers of the corporation and the stockholders, including but limited to provisions governing the issue of stock certificates to replace lost or destroyed stock certificates shall be governed by the By-Laws of this corporation which may be made and adopted by the shareholders immediately after adjournig of the organizational meeting, and the stockholders shall have the power and authority to amend, modify, change and repeal By-Laws of the corporation.

B. No contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer or officers; director or directors of the corporation is a party to or are the parties to or interested in such contract, persons, firm or corporation and each and every person who may become a director or an officer of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

In WITNESS WHEREOF, I have subscribed my name this 18th day of

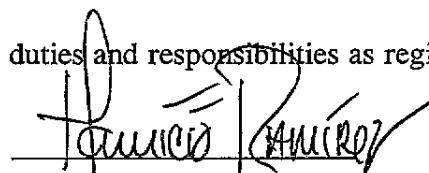
September, 1999.


Nicholas J. Tirone


Mauricio Ramirez

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY AM familiar with and accept the duties and responsibilities as registered agent for said corporation.


Mauricio Ramirez

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before ME, the undersigned authority, personally appeared Nicholas J. Tirone and Mauricio Ramirez to me well known to be the persons described in acknowledged before me that they executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Tampa, In the COUNTY AND STATE last aforesaid, this 18th day of September, 1999.

Estrella M. Fernandez

Notary

My Commission expires:



ESTRELLA M FERNANDEZ
My Commission QQ612686
Expires Nov. 28, 1999