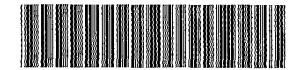
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February 27, 2004

Blue Water Air, Inc. P.O. Box 212 Lake Worth, Florida 33460 2004 MAR -4 PM 4: 00
TALLAHASSEE FLORIDA

Department of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassee, Florida 32314

Reference: BLUE WATER AIR, INC.

Dear Division of Corporations Representative:

I have accompanied this letter with "Articles of Incorporation" for BLUE WATER AIR, INC.. Additionally, I have enclosed a check, made payable to Department of State, in the amount of \$78.75 (Filing Fees, Registered Agent Designation and a Certified Copy of the Articles of Incorporation).

Your assistance is appreciated. If you should have any questions, please call my Registered Agent, Brian A. Delahanty, at 863-634-3769.

Sincerely,

Michael E. Hurley

ARTICLES OF INCORPORATION OF BLUE WATER AIR, INC.

Lucia

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TALLAHASSEE FLORIDA

ARTICLE I:

NAME

The name of the corporation shall be: BLUE WATER AIR, INC.

ARTICLE II:

PRINCIPLE OFFICE

The principle office of the corporation shall be: P.O. Box 212, Lake Worth, Florida, 33460.

ARTICLE III:

SHARES

The number of shares that the corporation is authorized to have outstanding at any one time is 100, with a par value of \$1.00 each.

ARTICLE IV:

REGISTERED AGENT

The initial registered agent is Brian A. Delahanty, and the address of the initial registered agent is 208 NE 3Rd Street, Okeechobee, Florida 34972.

ARTICLE V:

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Name: Michael E. Hurley

Address: P.O. Box 212

Lake Worth, Florida 33460

ARTICLE VI:

BOARD OF DIRECTORS

The corporation shall have 2 initial directors who are over the age of eighteen years. The following individuals shall serve as the initial directors of the corporation with their respective titles fully noted for the record:

Name: Michael E. Hurley, President,
Brian A. Delahanty, Secretary\Treasurer

ARTICLE VII: BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors.

ARTICLE VIII:

BY-LAWS AND PURPOSE

The corporation reserves the rights to amend alter or repeal any provision in these 4:0/ Articles of Incorporation in the manner prescribed by Chapter 607, Florida Statutes, and all rights on shareholders are subject to reservation. These Articles may be amended prior ALDA to the issuance of shares of the corporation by the unanimous approval or consent of the shareholders. Thereafter, every amendment shall be approved by the shareholders at a shareholder meeting as provided in the bi-laws and Chapter 607. Florida Statutes. The purpose of this corporation is to engage in any and all lawful businesses permitted in the State of Florida, but specifically to provide air transportation services.

The undersigned incorporator has executed these Articles of Incorporation this 27th day of February 2004.

Michael E. Hurley

The foregoing instrument was acknowledged before me this 27th day of February 2004, by Michael E. Hurley, who is personal known to me (X) or who has produced a Driver's License (type of identification) as identification.

County of Okeechobee

State of Florida

Name of Notary

GWEN MARSH Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT DESIGNATION IN ARTICLES OF INCORPORATION

Brian A. Delahanty, having been designated Registered Agent in the above foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.050, Florida Statutes

Brian A. Delahanty

The foregoing instrument was acknowledged before me this 27th day of February 2004, by Brian A. Delahanty, who is personal known (X) to me or who has produced a Driver's License () as identification.

County of Okeechobee.

State of Florida

Name of Notary

Notary Expire

Notary Public, State of Florida My comm. expires Oct 12, 2007 Comm. No. DD 254449