

416000052559

Law Office of
Mariano R. Gonzalez, Esquire
6950 N.W. 25th Street
Miami, Florida 33122

Mailing Address:
P.O. Box 527603
Miami, Florida 33152

Tele (305) 716-8877
Fax (305) 716-0862

June 17, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

ENCLOSURE LABEL
-06/19/96--01039--016
*****70.00 *****70.00

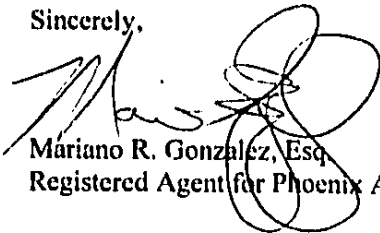
RE: Phoenix Airlines (USA), Inc.

To Whom It May Concern,

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of \$70.00 representing payment of the requisite filing fee for the incorporation of said corporation.

Kindly direct any communications concerning this corporation to the undersigned at the above-referenced address or telephone numbers.

Sincerely,


Mariano R. Gonzalez, Esq.
Registered Agent for Phoenix Airlines (USA), Inc.

6/20/96
AB

FILED
96 JUN 18 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

ARTICLES OF INCORPORATION
OF
PHOENIX AIRLINES (USA), INC.

FILED
JUN 19 10 59 AM '47
CORPORATION DIVISION
STATE OF FLORIDA

The undersigned, for the purpose of forming a corporation for pecuniary profit under the provisions of Chapter 607 of the Florida Statutes, hereby makes, subscribes, acknowledges, and files the following Articles of Incorporation:

ARTICLE I - Name

The name of this corporation is **Phoenix Airlines (USA), Inc.**

ARTICLE II - Duration and Commencement

This corporation shall have a perpetual existence, commencing on the date of the filing of these Articles by the Department of State.

ARTICLE III - Purpose

This corporation shall have the authority to engage in any lawful business authorized under the laws of the United States of America and the State of Florida, including, but not limited to, performing any and all acts whatsoever in order to implement the business purpose of this corporation.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock having a \$1.00 par value per share. These stocks shall be designated as common stocks.

ARTICLE V - Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by a vote of the majority of the shareholders, but shall never be less than one. The name and address of the initial directors of this corporation is as follows:

Mariano R. Gonzalez, Sr.
6960 N.W. 25th Street
Miami, Florida 33122

Ernesto Millon
2525 N.W. 72nd Avenue
Miami, Florida 33122

ARTICLE VI - Initial Registered Office and Agent

The name and address of the initial registered agent and the initial registered office is **Mariano R. Gonzalez, Jr., Law Office of Mariano R. Gonzalez, Esquire, 6950 N.W. 25th Street, Miami, Florida 33122.**

ARTICLE VII - Principal Place of Business and Mailing Address

The principal place of business and mailing address of this corporation is: **6960 N.W. 25th Street, Miami, Florida 33122.**

ARTICLE VIII - Bylaws

The bylaws of this corporation may be adopted, altered, amended or repealed by a majority of the shareholders.

ARTICLE IX - Indemnification

This corporation shall indemnify any officer, director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE X - Incorporator

The name and address of the person signing these Articles of Incorporation is: **Mariano R. Gonzalez, Sr., 6960 N.W. 25th Street, Miami, Florida 33122.**

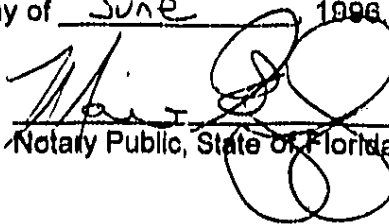
STATE OF FLORIDA)
):
COUNTY OF DADE)

BEFORE ME, a notary public authorized in the State of and County set forth above, personally appeared **MARIANO R. GONZALEZ, SR.**, personally known to me to be the person described in and who, as Incorporator, executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation for the purposes therein described.

IN WITNESS WHEREOF, I hereto set my hand and affix my official seal, in the State and County aforesaid, this 17th day of June, 1996.



MARIANO R. GONZALEZ
My Commission CC350980
Expires Mar. 29, 1998
Bonded by HAI
800-422-1885

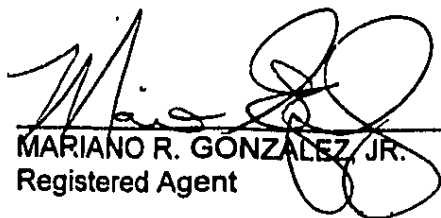


Notary Public, State of Florida At Large

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned person hereby agrees to act in this capacity, and further agrees to comply with the provision of all statutes relative to the proper and complete discharge of his duties.

DATED this 17th day of June, 1996.



MARIANO R. GONZALEZ, JR.
Registered Agent

ARTICLE XI - Amendment

The Articles of Incorporation may be altered, amended, changed, rescinded or additional articles may be adopted by a majority vote of the shareholders of the corporation.

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JUN 17 9 19
MARIANO R. GONZALEZ, SR.

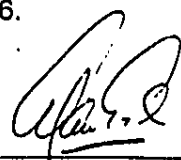
ARTICLE XII - Officers

The corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers, including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office at one time. Such officers shall be elected by the board of directors. The board may remove any or all of the officers from office with or without cause and at such time as the board may determine. The names, addresses and positions of the persons who will serve as the initial officers of the corporation are as follows:

**Mariano R. Gonzalez, Sr.
President and Treasurer
6960 N.W. 25th Street
Miami, Florida 33122**

**Ernesto Millon
Secretary
2525 N.W. 72nd Avenue
Miami, Florida 33122**

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 17th day of June, 1996.



MARIANO R. GONZALEZ, SR.

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7/5/96

203508158

SECRETARY OF STATE
DIVISION OF CORPORATIONS
*****05.00 *****05.00

Mariano Gonzalez

305 716-8877

Office Use Only

Mariano Gonzalez, Esq.

6950 NW 25 St.

If known):

Miami

FL 33122
Phoenix Airlines

- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -8 PM 2:54

JUL 15 1996

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PHOENIX AIRLINES (USA), INC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -8 PM 2: 54

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation.

FIRST: Amendment(s) adopted:

ARTICLE V - Board of Directors

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by vote of the majority of the shareholders, but shall never be less than one. The name and address of the directors of this corporation is as follows :

Mariano R. Gonzalez, Sr.
6960 NW 25th Street
Miami, Fl 33122

Rafael McCausland
6960 NW 25th Street
Miami, Fl 33122

ARTICLE XII -Officers

The corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers, including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office at one time. Such officers shall be elected by the board of directors. The board may remove any or all of the officers from office with or without cause and at such time as the board may determine. The names, addresses and positions of the person who will serve as the initial officers of the corporation are as follows:

Mariano R. Gonzalez Sr.
President and Treasurer
6960 NW 25th Street
Miami, Fl 33122

Rafael McCausland
Secretary
6960 NW 25th Street
Miami, Fl 33122

SECOND: The date of each amendment's adoption: July 3, 1996

THIRD: Adoption of Amendments

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 3rd day of July, 1996

Signature



Mariano Gonzalez, Sr., President of Phoenix Airlines



PHOENIX AIRLINE SERVICES, INC.

P96000052539

Monday, July 7, 1997

Subject: Address change for Phoenix Airlines Services, Inc.

Effective July 16, 1997 all correspondence and invoices should be mailed to the following address:

Phoenix Airlines Services, Inc.

1689 Nonconnah Boulevard

Suite 111

Memphis, TN 38132

Attn: Becky Bolling

Telephone: (901) 348-4100

Facsimile : (901) 348-4130

Please update your records accordingly. Thank you.

**Becky Bolling
Accounts Payable Supervisor**

*A. Alan
7/15/97*