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5/21/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FLORIDA INCORPORATORS, INC.
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NAME: SUNAIR AIRLINES, INC.

AUDIT NUMBER.....H97000008379

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION

OF

SUNAIR AIRLINES, INC.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is SUNAIR AIRLINES, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE, STE. 900
MIAMI, FL 33131
(305) 350-5221

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE MILLION (1,000,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

PATRICIA A. SEBASTIAN
3401 TOWNSEND BLVD., SUITE 310
JACKSONVILLE, FL 32277

JANE T. HUNTER
443 JENNISON AVE.
KALAMAZOO, MI 49006

SEVENTH: The name and address of the incorporator is:

PATRICIA A. SEBASTIAN
3401 TOWNSEND BLVD., SUITE 310
JACKSONVILLE, FL 32277

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FL INCORPORATORS INC
CORPORATE OFFICE

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EIGHTH: The name and address of the initial registered agent and the initial registered office is:

PATRICIA A. SEBASTIAN
3401 TOWNSEND BLVD., SUITE 310
JACKSONVILLE, FL 32277

NINTH: The principal office and mailing address of the corporation is:

SUNAIR AIRLINES, INC.
3401 TOWNSEND BLVD., SUITE 310
JACKSONVILLE, FL 32277

DATED: May 21, 1997


PATRICIA A. SEBASTIAN
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.


PATRICIA A. SEBASTIAN