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PROFLET VAZQUEZ & HESS

Courvoisier Centre, Suite 407
501 Brickell Key Drive ♦ Miami, Florida 33131-2624

Telephone (305) 374-8302
Facsimile (305) 374-6056

Thomas J. Hess

March 27, 1998

VIA COURIER

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

300002472153--9
-03/30/98--01061--018
*****70.00 *****70.00

Re: Articles of Corporation for FALCON INTERNATIONAL AIR SERVICES

Dear Sirs:

Enclosed please find Articles of Incorporation for FALCON INTERNATIONAL AIR SERVICES, and a check for \$70.00 for filing fees. We would appreciate it if you could expedite this matter as soon as possible.

Please contact our office if you have any questions.

Thank you for your attention to this matter.

Sincerely,

Lydia Dunkleberger
Paralegal

Encl.
ELD:ed

FILED
98 MAR 30 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lydia called and = GAVE Dania

AUTHORIZATION BY PHONE TO

CORRECT Corp name by adding Inc. to Articles.

Called 3-31-98 filed 4-1-98
DATE

DOC. EXAM. CB
Dania made request on computer to this matter w/98-7071
I called Lydia phone disconnected 305 372-8362

03/29/98

ARTICLES OF INCORPORATION
OF
FALCON INTERNATIONAL AIR SERVICES, INC.

FILED
98 MAR 30 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **FALCON INTERNATIONAL AIR SERVICES** (the "corporation"), INC.

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue 10,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address is Profilet Vazquez & Hess, at 501 Brickell Key Drive, suite 407, Miami, Florida 33131.

ARTICLE V

The street address of the Corporation's initial registered office is 501 Brickell Key Drive, suite 407, Miami, Florida 33131 and the name of the initial registered agent is Thomas J. Hess, Esq.

ARTICLE VI

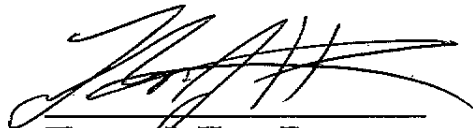
The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of

another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and address of the incorporator of the Corporation is Thomas J. Hess, Esq., 501 Brickell Key Drive, Suite 407, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 26th day of March, 1998.

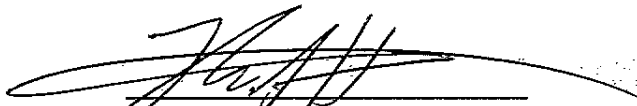
A handwritten signature in black ink, appearing to read 'Thomas J. Hess', written over a horizontal line.

Thomas J. Hess, Esq.
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for **FALCON INTERNATIONAL AIR SERVICES, INC.** at the place designated in the articles of incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

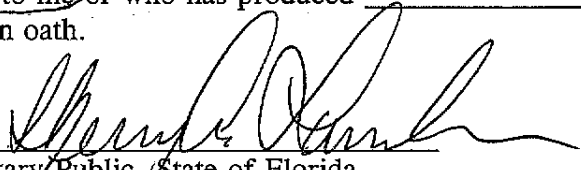
Dated as of the 26th day of March, 1998


Thomas J. Hess, Esq.

FILED
98 MAR 30 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


**STATE OF FLORIDA
COUNTY OF DADE**

The foregoing instrument was acknowledged before me on this 26th day of March, 1998 by THOMAS J. HESS, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.


Notary Public, State of Florida

Sherry A. Lambson
(Print Name)
My Commission Expires: _____

Dated as of the 26th day of March, 1998.

 Sherry A Lambson
My Commission CC664949
Expires July 20, 2001