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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Warrior Air, Inc

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

99 JAN 28 PM 1:43

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DIVISION OF CORPORATE

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FIRST

Signature \_\_\_\_\_

Requested by: CJS 1/28 9:34

Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

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R. Purinton JAN 28 1999

**ARTICLES OF INCORPORATION  
OF  
WARRIOR AIR, INC.**

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DIVISION OF CORPORATIONS  
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The undersigned subscribers to these Articles of Incorporation each natural person competent to contract, hereby associate themselves to form a corporation under the law of the State of Florida.

**ARTICLE I:      NAME**

The name of this corporation is:  
WARRIOR AIR, INC.

**ARTICLE II:      NATURE OF BUSINESS**

The general nature of the business and the objects and purposes to be transacted and carried on are:

1. Administrator and management of a lodging facility to include motel, hotel and rooming houses.
2. Aircraft maintenance, sales of aircraft, and aircraft parts. Sales of all kinds of merchandise, import and export.

3. And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

4. And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgage, bills or exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

300 shares at 10 cents par value

ARTICLE IV: AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than the minimum required by law if any.

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI: ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

3301 W. Flagler Street, Miami, FL 33125

The Board of Director(s) may from time to time move the principal office to any other address in the State of Florida, and establish branches and subsidiaries in any place within and without the United States.

ARTICLE VII: DIRECTOR(S)

This corporation shall have 2 director(s) initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than 1.

ARTICLE VIII: INITIAL BOARD OF DIRECTOR(S)

The name(s) and post office addresse(s) of the member(s) of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/their successor(s) are elected and have qualified, are:

FERNANDO MILLON  
3625 S.W. 1st Avenue  
Miami, Florida 33145

LUZ MILLON  
3625 S.W. 1st Avenue  
Miami, FL 33145

ARTICLE IX: SUBSCRIBERS

The name(s) and post office address(es) of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof are:

FERNANDO MILLON	100 shares
3625 S.W. 1st Avenue	Good and valuable
Miami, FL 33145	consideration

LUZ MILLON	100 shares
3625 S.W. 1st Avenue	Good and valuable
Miami, FL 33145	consideration

ARTICLE X: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholder, and approved at the Stockholders' meeting by a majority of the stockholders of the stock entitled to vote thereon.

ARTICLE XI: DESIGNATION OF RESIDENT AGENT

That LUZ MILLON located at  
3625 S.W. 1st Avenue, City of Miami  
State of Florida, is hereby named resident agent for this  
Corporation to be its agent and to accept service of process  
within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for  
WARRIOR AIR, INC at the place  
designated in this Article, I hereby accept to act in this  
capacity, and agree to comply with the provision of said act  
relative to keeping open said office.

By Luz Stella Millon  
(Resident Agent)

WE, THE UNDERSIGNED, being each and all of the original  
subscribers to the capital stock hereinabove named for the  
purpose of forming a corporation for profit to do business both  
within and without the State of Florida, do hereby make,  
subscribe, acknowledge and file this certificate, hereby  
declaring and certifying that the facts herein stated are true,  
and do respectively agree to take the number of shares of stock  
herein above set forth as to each of us, and accordingly have  
hereunto set our hands and seal this 19th day of January  
of 19 99.

Luz Stella Millon  
LUZ MILLON

Fernando Millon  
FERNANDO MILLON

STATE OF FLORIDA )  
COUNTY OF DADE )

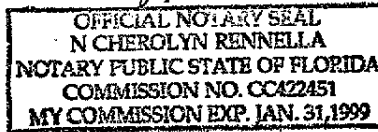
SS:

I HEREBY CERTIFY that on this day before me, a

Notary Public duly authorized to administer oaths and take acknowledgments, personally appeared FERNANDO MILLON and LUZ MILLON to me well known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation and have produced Florida Drive Licenses as identification and who did (did not) take an oath.

WITNESS my hand and seal in the County and State named above this 19th day of January, 1999.

*M. Cheryl Rennella*  
NOTARY PUBLIC, State of Florida



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