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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 _____

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SECRETARY OF STATE
DIVISION OF CORPORATE

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99 JAN 28 AM 10:24
DIVISION OF CORPORATE
FIRST

Signature _____
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Name _____ Date 1/28 Time 9:34
Walk-In _____ Will Pick Up _____

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

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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

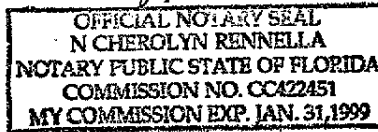
STATE OF FLORIDA)
COUNTY OF DADE) SS:

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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