

99000018737



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 149641 7119790

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pujols

ORDER DATE : February 26, 1999

ORDER TIME : 11:25 AM

ORDER NO. : 149641-005

CUSTOMER NO: 7119790

700002788707--7

CUSTOMER: Ms. Jennifer Borland-miller
FINE AIRLINES, INC.
FINE AIRLINES, INC.
Post Office Box 523726

Miami, FL 33152

DOMESTIC FILING

NAME: FINE/AAA INTERAIR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
99 FEB 26 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
2/26/99

RECEIVED
99 FEB 26 PM 12:11
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
Fine/AAA Interair, Inc.**

FILED
99 FEB 26 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is Fine/AAA Interair, Inc.

ARTICLE II

The address of the principal office and the mailing address of the Corporation is:

2261 N.W. 67th Avenue
Building 700
Miami, Florida 33122

Mailing Address:
P.O. Box 523726
Miami, Florida 33152

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's By-laws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 2261 N.W. 67th Avenue, City of Miami, County of Dade, State of Florida 33122, and the name of its initial registered agent at such office is Celeste A. Lipworth.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Orlando Machado
2261 N.W. 67th Avenue
Miami, Florida 33122

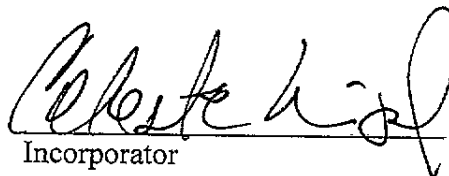
ARTICLE VII

The name and address of the Incorporator is Celeste A. Lipworth at P.O. Box 523726, Miami, Florida 33152.

ARTICLE VIII

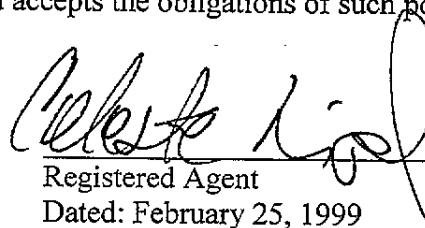
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 25th day of February 1999.


Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named Registered Agent of Fine/AAA Interair, Inc. accepts such designation and is familiar with and accepts the obligations of such position, as provided in Florida Statutes §607.0505.


Registered Agent
Dated: February 25, 1999