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ACCOUNT NO. : 072100000032

REFERENCE : 581839 89162A

AUTHORIZATION :

COST LIMIT : ~~\$ 70.00~~ Prepaid

ORDER DATE : October 29, 1997

ORDER TIME : 9:52 AM

ORDER NO. : 581839-005

CUSTOMER NO: 89162A

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-10/29/97--01063--009
*****70.00 *****70.00

CUSTOMER: Ms. Elaine Petrillo
ANANIA BANDKLAYDER &
BLACKWELL, P.A.
Suite 3300, international Place
100 S.e. Second Street
Miami, FL 33131

DOMESTIC FILING

NAME: AIRFINANCE CORPORATION

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97 OCT 29 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 29 AM 10:35
DIVISION OF CORPORATION

SN OCT 29 1997

ARTICLES OF INCORPORATION

OF

AIRFINANCE CORPORATION

FILED
97 OCT 29 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be: AirFinance Corporation, 3802 Southern Boulevard, West Palm Beach, Florida 33406.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation for all service of process shall be at 3300 NationsBank Tower, 100 Southeast Second Street, Miami, Florida 33131-2144, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at the above address shall be Francis A. Anania.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

President/Director:	William Bond Elliott
	3802 Southern Boulevard
	West Palm Beach, FL 33406

ARTICLE VIII

The name and address of the incorporator is Francis A. Anania, 3300 NationsBank Tower, 100 Southeast Second Street, Miami, Florida 33131-2144.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

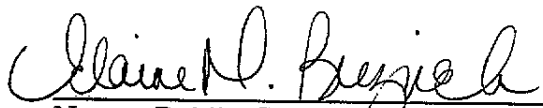
IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 28 day of October, 1997.


Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Francis A. Anania, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 28 day of October, 1997.


Notary Public, State of Florida



ELAINE M BRIZUELA
My Commission CC508303
Expires Nov. 06, 1999

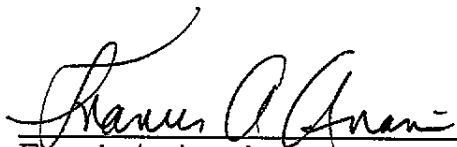
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST: That AirFinance Corporation, desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named Francis A. Anania, located at 3300 NationsBank Tower, 100 Southeast Second Street, Miami, Florida 33131-2144, as its agent to accept services of process within this state.

ACKNOWLEDGEMENT

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Francis A. Anania
Registered Agent

DATED: This 28th day of October, 1997.

FILED
97 OCT 29 AM 11:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE