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LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. UP UP AND AWAY INTL, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
UP UP AND AWAY INT'L, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I – NAME

The name of the corporation is; **UP UP AND AWAY INT'L, INC.**

ARTICLE II – NATURE OF BUSINESS

The corporation may engage in any activity of business, permitted under the laws of the United States and of this State. These activities may include, but are not in anywise limited to the operation of the following;

To engage in business of -; **PILOT SERVICES, OPERATION OF BOTH PRIVATE AND COMMERCIAL OWNED AIR TRANSPORTATION EQUIPMENT.**

To repair, construct, build and enter into General Construction Services.

To sell, assign, transfer, invest in, trade in, deal in, goods, wares, merchandise, real and personal property of every kind and description, and to do all things and matters necessary and appertaining thereto and further enabling this corporation to engage in any activity of business permitted under the laws of the State of Florida and of the United States, the District of Colombia, and in any foreign country.

To conduct all types of business and to have one or more offices and to hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependency of the United States.

To engage in, render or carry on any services of business as principal or agent, with powers to let contracts for any such service or product; and to make and carry on contracts of every kind and nature that may be conducive to the accomplishment of any purpose of this corporation.

To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere, and generally to deal in traffic as owner or agent in real estate, personal or mixed property, and any interest or estate therein, and to create, own, lease, sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be a investor in real, mixed, and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

To factor, lend or borrow money, be a surety, and to execute and deliver, accept, take and receive notes, bonds, debentures to other evidence thereof, and mortgage, trust, deed, pledges or other securities for the payment of same.

To act as agent, broker, or attorney-in-fact, for any person, firms, or corporation, buying, selling and dealing in real and personal property or services of whatever nature and kind and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

To acquire, hold, undertake and fully exploit the goodwill, property, rights, franchise, assets of every kind and liabilities of any person, firm, association or corporation, whether wholly or partly; and to pay for the same in cash, stocks, or bonds of the company or otherwise.

In any manner to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks, and any licenses or other interests therein and thereunder.

To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limits as to amounts and to secure the payment of money in any lawful manner.

To enter into any partnership, limited or general, as limited or general partner, or both, and to enter into any other arrangement for profit-sharing, union or interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business which this corporation is authorized to carry on, or any other business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

To purchase, hold, sell and transfer shares of its own capital stock, subject however, to such limitation as may be provided by law; capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum to vote.

To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein names, to which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holder of, or interest in any property or otherwise.

To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE III – CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is **FIVE HUNDRED (500.00) SHARES** of common stock, each share having the par value of **ONE (\$ 1.00) DOLLAR**.

ARTICLE IV – INITIAL CAPITAL

The amount of capital with, which this corporation will begin business is **FIVE HUNDRED (\$ 500.00) DOLLARS**.

ARTICLE V – TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved by law.

ARTICLE VI – INITIAL ADDRESS AND AGENT

The street address of the initial registered and principal office of this corporation is;

4999 PELICAN STREET, COCONUT CREEK, FLORIDA 33073,

and the initial registered and principal agent of this corporation at that address is;

NIGEL ALAN DE SOUZA.

ARTICLE VII – DIRECTORS

This corporation shall have **ONE (1)** director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than **ONE (1)**. The name and street address is as follows -;

NAMES:

**NIGEL ALAN DE SOUZA,
President/Secretary/Treasurer.**

ADDRESSES:

**4999 PELICAN STREET,
COCONUT CREEK, FL 33073.**

ARTICLE VIII – SUBSCRIBERS

The name and street address of the initial subscriber of this corporation, and the number of shares of the **ONE (\$1.00) DOLLAR** par value common stock of this corporation which he agrees to take, is as follows -;

NAMES:

**NIGEL ALAN DE SOUZA,
President/Secretary/Treasurer.**

SHARES %

100%

ADDRESSES:

**4999 PELICAN STREET,
COCONUT CREEK, FL 33073.**

ARTICLE IX – OFFICERS

The name and street address of the initial officer of this corporation, is as follows -;

NAMES:

NIGEL ALAN DE SOUZA,
President/Secretary/Treasurer.

ADDRESSES:

4999 PELICAN STREET,
COCONUT CREEK, FL 33073.

ARTICLE X – INCORPORATORS

The name and address of the person signing these Articles of Incorporation is -;

NAMES:

NIGEL ALAN DE SOUZA,
President/Secretary/Treasurer.

ADDRESSES:

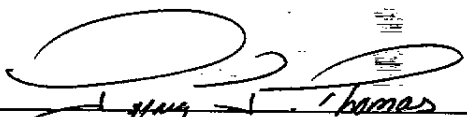
4999 PELICAN STREET,
COCONUT CREEK, FL 33073.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed
the foregoing Articles of Incorporation under the laws of the State of Florida, this 14th
day of APRIL 1999.


NIGEL ALAN DE SOUZA,
President/Secretary/Treasurer.

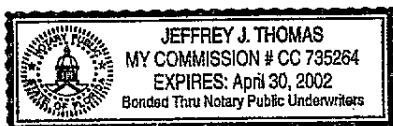
STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me on this 14th day of APRIL 1999,
by **NIGEL ALAN DE SOUZA, President/Secretary/Treasurer**
of **UP UP AND AWAY INT'L., INC.,**
a Florida corporation, on behalf of the corporation. He is personally known to me, or has produced
a _____ as identification.



NOTARY PUBLIC, STATE OF FLORIDA
(at Large)

MY COMMISSION EXPIRES:



CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

The name of the corporation is;

UP UP AND AWAY INT'L, INC.

The name and address of the registered agent and office is;

NAME: **NIGEL ALAN DE SOUZA**

ADDRESS: **4999 PELICAN STREET,
COCONUT CREEK, FL 33073.**

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept the appointment as registered Agent and agree to act in this capacity. I further agree to comply with the provision of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as Registered Agent.

Signature


NIGEL ALAN DE SOUZA,
Registered Agent.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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