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Reply to: Miami Office

February 8, 2002

Secretary of State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

Re: Black Lion Aviation Corp.
Document No. M16556

Dear Sir/Madam:

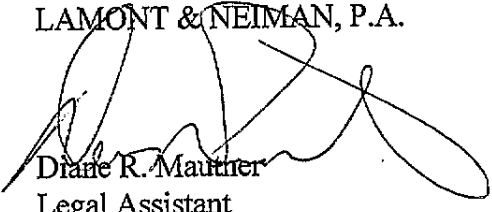
Enclosed for filing, please find Restated Articles of Incorporation of Black Lion Aviation Corp.

Also enclosed, please find our cost check of \$43.75, representing the filing fee and the fee for a certified copy of the filed Restated Articles.

Please forward the certified copy to us in the pre-addressed stamped envelope enclosed.

Very truly yours,

LAMONT & NEIMAN, P.A.


Diane R. Mautner
Legal Assistant
enc.

M16556
FILED
02 FEB 12 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MIAMI OFFICE
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*Restated
Articles*
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-02/12/02--01026--014
*******43.75 *****43.75**

PR
2/14/02

FILED
02 FEB 12 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION
OF**

**BLACK LION AVIATION CORP.
a Florida Corporation**

Pursuant to the provisions of the applicable Florida Statutes, the undersigned adopts the following Restated Articles of Incorporation.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

BLACK LION AVIATION CORP.

**ARTICLE II
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1,000 shares of one class of common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV
PREEMPTIVE RIGHTS**

All shareholders of the Corporation shall be vested with full preemptive rights.

**ARTICLE V
EXISTENCE**

The Corporation shall commence its existence upon the filing of these Articles of Incorporation.

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: LAMONT & NEIMAN, P.A.

INITIAL REGISTERED OFFICE: One Biscayne Tower
Suite 3550
Two South Biscayne Boulevard
Miami, Florida 33131

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT

LAMONT & NEIMAN, P.A.

By: 
Jan S. Neiman, Secretary

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is two (2). The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

**ARTICLE VIII
INITIAL DIRECTORS**

The names and addresses of the initial members of the Board of Directors are:

Gregory Dunn
3525 Estepona Avenue
Miami, Florida 33178

Philip Dunn
3525 Estepona Avenue
Miami, Florida 33178

**ARTICLE IX
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE X
PRINCIPAL OFFICE**

The principal office of the corporation is:

3525 Estepona Avenue
Miami Florida 33178

**ARTICLE XI
MAILING ADDRESS**

The mailing address of the corporation is:

3525 Estepona Avenue
Miami, Florida 33178

**ARTICLES XII
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XIII
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Restated Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The foregoing Restated Articles of Incorporation were approved by a sufficient number of shareholders in every voting group entitled to vote on the reinstatement.

The foregoing Restated Articles of Incorporation were adopted by the Shareholders and Board of Directors of the corporation on the 6th day of February, 2002.

IN WITNESS WHEREOF, we, have executed these Restated Articles of Incorporation this 6 day of February, 2002.

BLACK LION AVIATION CORP.
a Florida corporation

By: 
Gregory Dunn, President

Attest: 
Philip Dunn, Secretary