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ARTICLES OF INCORPORATION

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INTERNATIONAL AFRICAN AVIATION ASSOCIATION, INCSECRETARY OF STATE

(a Florida Not For Profit Corporation)

TALL MHASSEE, FLORID

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be International African Aviation Association, Inc. (The "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation is:

c/o Lawrence Rayman 1377 Clint Moore Road Boca Raton, Florida 33487

<u>ARTICLE III - PURPOSE</u>

The specific purpose for which the Corporation is organized is:

To foster and promote the development and growth of safe, secure, and efficient air transportation systems in and between the nations of Africa and between those nations and other nations throughout the world. The Corporation is dedicated to working with the public and private sectors to assemble the resources and expertise needed to assure the development and growth of adequate air transportation systems.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The Corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time by the resolution of a majority of the Board of Directors; provided, however, that the Board of Directors consists of not fewer than three (3) directors and no decrease in the number of directors shall have the effect of shortening the terms of an incumbent director.

The members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation.

ARTICLE V - DISSOLUTION

Upon the dissolution of the Corporation, all of its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name and Florida street address of the initial registered agent and office of the Corporation are:

CT Corporation System 1200 So. Pine Island Road Plantation, Florida 33324

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Lawrence Rayman 1377 Clint Moore Road Boca Raton, Florida 33487

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ___ day of May 1998.

Incorporator - Lawrence Rayman

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 27th day of May 1998.

CT CORPORATION SYSTEM

By: Authorized Signatory

Connie Bryan, Special Asst. Secretary

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