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ACCOUNT NO. : 072100000032

REFERENCE : 516660 7199897

AUTHORIZATION :

*Patricia Piguet*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN -5 PM 1:37

ORDER DATE : December 15, 1999

ORDER TIME : 10:05 AM

ORDER NO. : 516660-005

700003088967--2

CUSTOMER NO: 7199897

CUSTOMER: Mr. Paul E. Richards  
MR. PAUL E. RICHARDS  
MR. PAUL E. RICHARDS  
Suite 205-w  
1901 South Roosevelt Boulevard  
Key West, FL 33040

DOMESTIC FILING

NAME: BRAVO AIRLINES, 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: Angie Glisar

EXAMINER'S INITIALS:

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00 JAN -5 AM 11:31  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF

BRAVO AIRLINES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BRAVO AIRLINES, INC.

The address of the principal office of this corporation shall be 1901 South Roosevelt Boulevard, #205W, Key West, Florida 33040, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1901 South Roosevelt Boulevard, #205W, Key West, Florida 33040, and the name of the initial registered agent of the corporation at that address is Paul E. Richards.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Paul E. Richards  
Dir.

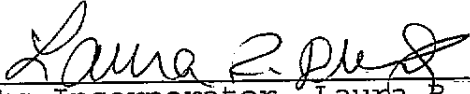
1901 South Roosevelt Boulevard, #205W  
Key West, Florida 33040

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these  
Articles of Incorporation on January 5, 2000.

  
Its Incorporator, Laura R. Dunlap

FWN/AGL

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ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Paul E. Richards, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

BRAVO AIRLINES, INC.

Paul E. Richards is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: Paul E. Richards