



THE UNITED STATES
CORPORATION
COMPANY

P00000011028

00 JAN 31 PM 2:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 569670 5015487

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 78.75

ORDER DATE : January 31, 2000

ORDER TIME : 11:35 AM

ORDER NO. : 569670-005

CUSTOMER NO: 5015487

600003115906--8

CUSTOMER: Ms. Linda P. Greer
WHITE & BROWN, P.A.
WHITE & BROWN, P.A.
Suite 102
9000 Southwest 152 Street
Miami, FL 33157

DOMESTIC FILING

NAME: BARON AIR CO.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

W-2746

RECEIVED
00 JAN 31 PM 12:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PH 21/2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 31, 2000

CSC NETWORKS

RESUBMIT

Please give original
submission date as file date.

SUBJECT: BARON AIR CO.
Ref. Number: W00000002746

We have received your document for BARON AIR CO. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Please delete "a Florida corporation" from the corporate name.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 600A00004585

RECEIVED
00 FEB -1 AM 11:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BARON AIR CO.

FILED
00 JAN 31 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **BARON AIR CO.**

ARTICLE II

This corporation is to have perpetual existence.

ARTICLE III

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

ARTICLE IV

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

ARTICLE V

The street address of the initial principal office of this corporation is c/o White & Brown, P.A., 9000 S.W. 152nd St., Suite 102, Miami, FL 33157, and the name and address of the initial registered resident agent of the corporation is B. Mackay Brown, Esq., 9000 S.W. 152nd St., Suite 102, Miami, FL 33157.

ARTICLE VI

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and address of the initial director of this corporation is:

Thomas R. Righetti
13724 SW 92nd St.
Miami, FL 33176

ARTICLE VII

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

B. Mackay Brown
c/o White & Brown, P.A.
9000 SW 152nd St., Ste. 102
Miami, FL 33157


ARTICLE VIII

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX

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

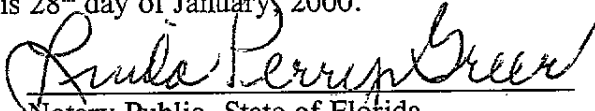
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles or Incorporation this 28th day of January, 2000.



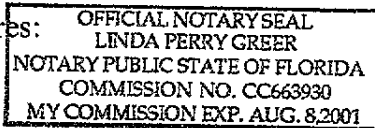
B. MACKAY BROWN, Incorporator

STATE OF FLORIDA :
: ss.
COUNTY OF MIAMI- DADE :

The foregoing instrument was acknowledged before me by B. MACKAY BROWN,
who is personally known to me, this 28th day of January, 2000.


Notary Public, State of Florida,
at Large

My commission expires:



ACCEPTANCE OF RESIDENT AGENT

I **HEREBY CERTIFY** that I am a permanent resident of Miami, Dade County,
Florida, with my business address as indicated above, and I hereby accept the foregoing
designation as Resident Agent of **BARON AIR CO.**


B. MACKAY BROWN

FILED
00 JAN 31 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA