



THE UNITED STATES
CORPORATION
COMPANY

P00000014081

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 582055 7204783

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 9, 2000

ORDER TIME : 11:40 AM

ORDER NO. : 582055-005

CUSTOMER NO: 7204783

CUSTOMER: Mr. John Poindexter
BPI AEROSPACE CORPORATION
BPI AEROSPACE CORPORATION
6911 NW 51st Street

Miami, FL 33166

DOMESTIC FILING

NAME: NEBA EXPRESS AIRLINES, INC.

700003129597--8

-02/09/00-01061-014

*****78.75 *****78.75

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: Erika Carlson

EXAMINER'S INITIALS:

RECEIVED
00 FEB -9 PM 12:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PH 2/9/2000

ARTICLES OF INCORPORATION

for

NEBA Express Airlines, Inc.

FILED

00 FEB -9 PM 1: 14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATION NAME

The name of this Corporation is; **NEBA Express Airlines, Inc.** (hereinafter referred to as the "Corporation").

ARTICLE II - NATURE OF CORPORATION BUSINESS

This Corporation is organized for the purpose of providing aircraft charter services for the carriage of passengers, cargo and mail, sales of aircraft components, aircraft leasing, publishing, aviation consulting and related services or any other lawful business for corporations organized under The Florida Business Corporation Act of The State of Florida.

ARTICLE III - CAPITAL STOCK

The number of shares which the Corporation shall have the authority to issue is One Million (1,000,000) shares of Capital Stock. These shares of stock shall have a par value equal to One (1) Cents (\$0.01) per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital which this corporation will begin business operations is not less than Ten Thousand (\$10,000.00) US Dollars.

ARTICLE V - REGISTERED AGENT

The mailing address of the initial registered agent of this Corporation in the State of Florida is; 6911 NW 51st Street, 2nd Floor, Miami, Florida 33166 and the name of the person who duly consents to be the initial registered agent is: John H. Poindexter.

ARTICLE VI - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VII - PRINCIPAL OFFICE ADDRESS

The street and mailing address of the corporation's principal office is the State of Florida is: _____

NEBA Express Airlines, Inc.
6911 NW 51st Street
Miami, Florida 33166

The Board of Directors may elect to move the Corporation's principal business office location from time to time to any place inside or outside The State of Florida, and the Corporation may have offices, subsidiaries, holdings and/or affiliates in any place outside The State of Florida or United States of America.

ARTICLE VIII - BOARD OF DIRECTORS

This Corporation shall have (2) initial Directors. The number of Corporation directors may be increase or decrease from time to time provided by the Corporation's by-laws, but shall never be less than One (1). The names of the initial director(s) of this Corporation is:

Jose Raul Bolivar
6011 SW 93rd Place, Miami, Florida 33173

John H. Poindexter
6911 NW 51 Street, Miami Florida 33173

ARTICLE IX – INCORPORATOR

The name(s) and mailing address(es) of the persons executing and registering these Articles of Incorporation with The State of Florida is:

John H. Poindexter
6911 NW 51 Street
Miami, Florida 33166

Title: President, Treasurer

Jose Raul Bolivar
6911 NW 51 Street
Miami, Florida 33166

Title: Vice-President & Secretary

The Incorporator(s) shall hold the above title(s) and have duties and responsibilities until such time other persons are elected or appointed by the Board of Directors.

**CERTIFICATE DESIGNATING THE ADDRESS OF THE
REGISTERED AGENT FOR SERVICE OF PROCESS**

of

NEBA Express Airlines, Inc.

WITNESSETH:

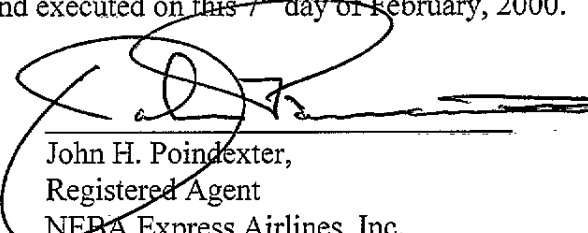
The following person, Mr. John H. Poindexter is hereby named as the Initial Registered Agent for and on behalf of this Corporation to be its duly authorized agent and to accept service of process within The State of Florida at:

6911 NW 51 Street, 2nd Floor
Miami, Florida 33166

ACKNOWLEDGMENT:

Having been named to accept service of process for this Corporation at the place designated above, I agree to act in this capacity and I agree to comply with all provisions and statutes relative to the proper performance of my duties, and I hereby accept the duties and obligations of Section 607.0505 of Florida Statutes related to corporations.

This document is hereby agreed and executed on this 7th day of February, 2000.

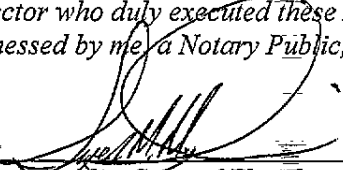


John H. Poindexter,
Registered Agent
NEBA Express Airlines, Inc.

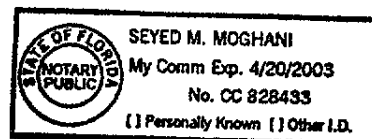
WITNESSETH / NOTARY PUBLIC:

STATE OF FLORIDA,
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY, that on this 7th day of February, 2000 in Miami, Florida that before the undersigned, a Notary Public, duly authorized to take acknowledgments, personally appeared Mr. John Poindexter who is known to be the person described as the incorporator, subscriber and director who duly executed these Articles of Incorporation for; NEBA Express Airlines, Inc. is hereby witnessed by me, a Notary Public, State of Florida.

(X) 
Notary Public, State of Florida
Name: Seyed M. Moghani
Commission Expires: 4-20-2003

(SEAL)

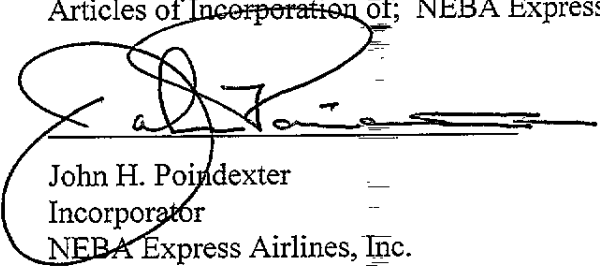


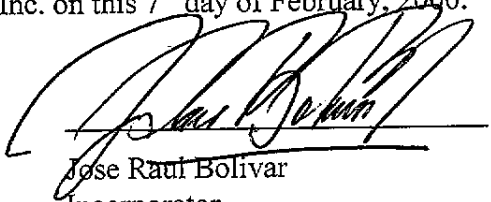
ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended or modified in the manner provided by the corporate laws of The State of Florida. Every amendment to these Articles of Incorporation shall first be approved by a majority vote in a meeting of The Board of Directors, and approved by the Stockholders of this Corporation.

ARTICLE XI - EXECUTION

IN WITNESS HEREOF, The undersigned being the incorporator is filing this document the purpose of forming a "FOR PROFIT" Corporation, does hereby acknowledge and file this document hereby declaring the facts herein are true and the subscriber agrees to take the number of shares of Capital Stock as set forth herein, is hereby executing these Articles of Incorporation of; NEBA Express Airlines, Inc. on this 7th day of February, 2000.


John H. Poindexter
Incorporator
NEBA Express Airlines, Inc.


Jose Raul Bolivar
Incorporator
NEBA Express Airlines, Inc.

WITNESS / NOTARY PUBLIC:

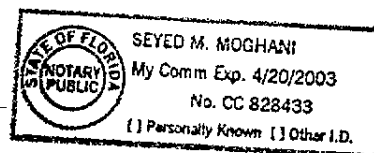
STATE OF FLORIDA, —
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY, that on his 7th day of February 7, 2000, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared John H. Poindexter who is known to be the person described as the incorporator, subscriber and director who duly executed these Articles of Incorporation for; NEBA Express Airlines, Inc. is hereby witnessed by me, a Notary Public, State of Florida, USA.


(X) _____
Notary Public, State of Florida

Name: Seyed M. Moghani
Commission Expires: 4-20-2003

(SEAL)



FILED
00 FEB -9 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA