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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GRASSHOPPER AVIATION, INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 10, 2000

FAS-T

SUBJECT: GRASSHOPPER AVIATION, INC.
REF: W00000003497

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Becky McKnight
Document Specialist

FAX Aud. #: E00000006170
Letter Number: 900A00006621

ARTICLES OF INCORPORATION
OF
GRASSHOPPER AVIATION, INC.

The undersigned natural person, acting to form a corporation under the laws of the State of Florida that provide for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, do hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation; and to that end set forth:

ARTICLE I

The name of the corporation shall be:

GRASSHOPPER AVIATION, INC.

ARTICLE II

The initial post office address of the principle office of the corporation in Florida will be:

13500 SW 72ND AVENUE
MIAMI, FL 33156

ARTICLE III

This corporation will engage and is empowered to engage in any business permitted under the laws of the United States of America and of the State of Florida.

Prepared by
Kenyon S. Jones III
13500 SW 72ND Avenue
Miami, FL 33156
(305)583-6617

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TALLAHASSEE, FLORIDA

ARTICLE IV

The Total number of shares of stock which this Corporation is authorized to have outstanding is defined as follows :

<u>Class</u>	<u>No. Shares</u>	<u>Par Value</u>
Common	7,500	\$ 1.00

ARTICLE V

The amount of capital this corporation will begin business with is:

FIVE HUNDRED DOLLARS (\$500.00)

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This corporation shall have ONE director initially. The number of Directors may be increased or diminished from time to time, as provided by the By-Laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the member of the first Board of Directors of this corporation, and who shall hold office for the first year, or until their successor is chosen shall be:

Kenyon S. Jones III
13500 SW 72nd Avenue
Miami, FL 33156

ARTICLE IX

The name and address of the officers of the Corporation, who shall hold office until their successors are chosen shall be:

Kenyon S. Jones III	President
13500 SW 72 nd Street	
Miami, FL 33156	

ARTICLE X

The initial registered agent and registered office of the corporation shall be:

Kenyon S. Jones III
13500 SW 72nd Street
Miami, FL 33156

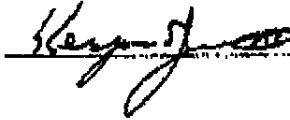
ARTICLE XI

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

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IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the corporation identified above, declare that I have examined the foregoing this 27th day of January 2000, and do declare it to be true and correct.

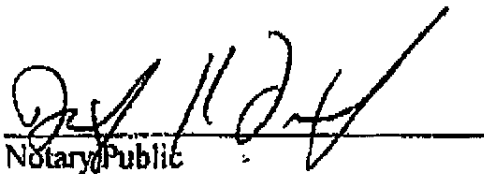
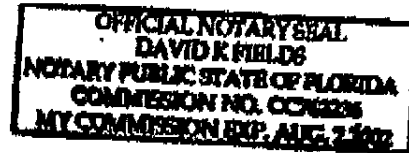
Kenyon S. Jones III
13500 SW 72nd Avenue
Miami, Florida 33156



COUNTY OF DADE)
) SS:
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 27th day of January 2000, before me, a notary public, personally appeared KENYON S. JONES III who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the sole incorporator and executor of the foregoing Articles of Incorporation, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 27th day of January 2000.



Notary Public

My commission expires

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ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

I, Kenyon S. Jones III, a natural person with an address of 13500 SW 72nd Avenue, Miami, Florida 33156, do hereby accept the appointment of Registered Agent of GRASSHOPPER AVIATION, INC. on this 27th day of January 1999..



Kenyon S. Jones III
13500 SW 72nd Avenue
Miami, Florida 33156

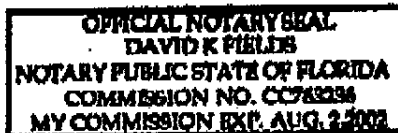
COUNTY OF DADE)
) SS:
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 27th day of January 2000 before me, a notary public, personally appeared Kenyon S. Jones III, who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the Registered Agent and executor of the foregoing Acceptance of Registered Agent Appointment, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 27th day of January 2000.



Notary Public



My commission expires

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TALLAHASSEE, FLORIDA

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