

LAW OFFICES

STEPHAN H. TARR, P.A.

3737 S. W. 8th STREET • SUITE 302  
MIAMI, FLORIDA 33134  
PHONE: (305) 476-0009  
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P000000032035

March 23, 2000

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32399

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-03/24/00--01057--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**RE: ARTICLES OF INCORPORATION OF SOUTHERN STAR AIR, INC.**

Dear Sirs:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with a check in the amount of \$78.00 to cover the filing fee, certified copy charge, designation of registered agent.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to me.

Thank you very much.

Very truly yours,

  
Dulce M. Guillen

DMG  
Enclosures

FILED  
00 MAR 24 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C.C.  
3-30-00

ARTICLES OF INCORPORATION  
OF  
SOUTHERN STAR AIR, INC.

FILED

00 MAR 24 AM 9:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be SOUTHERN STAR AIR, INC.

ARTICLE II

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

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The street address of the initial registered office of the corporation shall be 3737 Southwest 8 Street, Suite 302, Miami, Florida 33134 and the name of the initial Registered Agent for the corporation at that address is Dulce M. Guillen.

ARTICLE V

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

#### ARTICLE VI

This corporation shall exist perpetually.

#### ARTICLE VII

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### ARTICLE VIII

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Stephan H. Tarr  
15601 Palmetto Club Drive  
Miami, Fl 33157

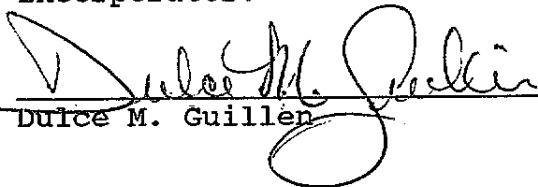
ARTICLE IX

The name and address of the incorporator is:

Dulce M. Guillen  
8220 S.W. 142 Avenue  
Miami, Fl 33183

IN WITNESS WHEREOF, the undersigned has hereunto set his hand  
and seal on this 22 day of March, 2000.

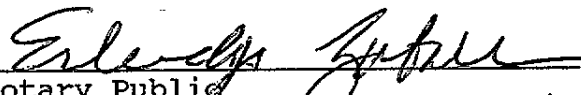
Incorporator:

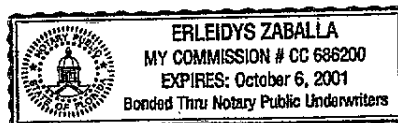
  
Dulce M. Guillen

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was executed and acknowledged before  
me this 22nd day of March, 2000, by Dulce  
M. Guillen  
FL DL# 6450-173-65-912-0

(SEAL)

  
Notary Public  
- State of Florida  
My Commission Expires:  
Oct 6, 2001



DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

FILED

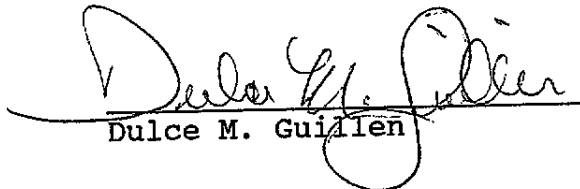
00 MAR 24 AM 9:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida. Southern Star Air, Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at 3737 S.W. 8 Street, suite 302, Miami, Florida 33134, has named Dulce M. Guillen, whose address is 3737 S.W. 8 Street, Suite 302, Miami, Florida 33134, as its Agent to accept service of process within this State.

I Agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

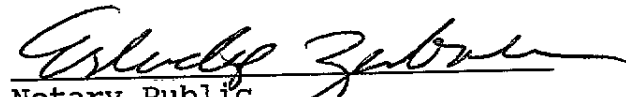
  
Dulce M. Guillen

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared Dulce M. Guillen, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 22nd day  
of March, 2000.  
FL DL # G450-173-65-912-0

(SEAL)

  
Notary Public  
State of Florida  
My Commission Expires:  
October 6, 2001

