

PO000000 40730

LAW OFFICES
MITCHELL D. KLEIN, P.A.

MITCHELL D. KLEIN

HOPE L. PLEVY

OF COUNSEL

STUART G. ISREALSON

PARALEGALS

DIANNA KIENZLE BIAS

LORRAINE McDONALD MURPHY

JORGE L. GONZALEZ

April 17, 2000

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Paladin International Airways, Inc.

200003215422--9

-04/19/00--01108--004

****122.50 *****78.75

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Incorporation, regarding the above-named corporation. Also, enclosed please find our check in the amount of One Hundred Twenty Two and 50/100 (\$122.50) Dollars, representing the following:

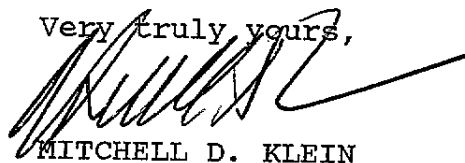
Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy	\$ 52.50

\$122.50

Please file the original Articles, and return one (1) certified copy to this office.

Thank you for your cooperation in this matter.

Very truly yours,



MITCHELL D. KLEIN

MDK:ljm
enc.
ljm3088

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

PALADIN INTERNATIONAL AIRWAYS, INC.

The undersigned, as Subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby files these Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME: The name of the corporation is PALADIN INTERNATIONAL AIRWAYS, INC.

ARTICLE II. PURPOSES AND POWERS OF THE CORPORATION: The corporation may engage in any business or activity permitted under the laws of the United States of America and the State of Florida.

ARTICLE III. CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock having a par value of One Dollar.

ARTICLE IV. TERM OF EXISTENCE: The corporation is to exist perpetually.

ARTICLE V. DIRECTORS: The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by By-Laws adopted by the shareholders but the number of directors shall never be less than one (1).

ARTICLE VI. FIRST BOARD OF DIRECTORS: The name and post office address of the members of the first board of directors are:

JORGE L. GONZALEZ, SR.	P.O. Box 740255
JORGE L. GONZALEZ, JR.	Boynton Bch., FL 33474-0255

ARTICLE VII. SUBSCRIBER: The name and post office address of the subscriber to these Articles of Incorporation is:

MITCHELL D. KLEIN, P.A.
1120 E. Hallandale Beach Blvd.
Hallandale, Florida 33009

ARTICLE VIII. AMENDMENTS: 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 them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement

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TALLAHASSEE, FLORIDA

manifesting their intentions that a certain amendment to these Articles of Incorporation be made.

ARTICLE IX. CONTRACTS: No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation may be officers or directors of, or have any other interest in, the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

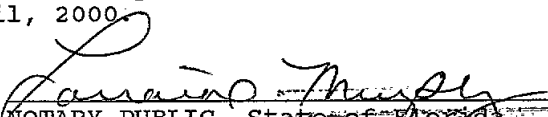
ARTICLE X. ADDRESS, REGISTERED OFFICE AND REGISTERED AGENT:
The initial post office address of the principal office of the corporation is P.O. Box 740255, Boynton Beach, FL 33474, and the post office address of the registered office is 1120 E. Hallandale Beach Blvd., Hallandale, FL 33009 and the registered agent is Mitchell D. Klein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of April, 2000.


MITCHELL D. KLEIN

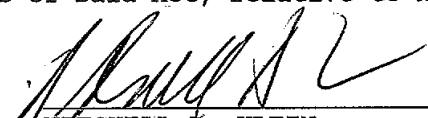
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 17th day of April, 2000.


NOTARY PUBLIC, State of Florida
My Commission Expires
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process of the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act, relative to keeping said office open.


MITCHELL D. KLEIN

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