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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

500003266465-3
-05/25/00--01039--021
****122.50 *****78.75

SUBJECT: RAVEN AIR, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR \$122.50.

FROM: PABLO J. SANTOS
3501 W. VINE STREET, STE 281
KISSIMMEE, FL 34743

FILED
00 MAY 25 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN - 5 2000

ARTICLES OF INCORPORATION
OF
RAVEN AIR, INC.

FILED
00 MAY 25 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING
CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT,
HEREBY ADOPTS, THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

RAVEN AIR, INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS
CORPORATION SHALL BE:

PLACE OF BUSINESS:
606 NORTH DYER BLVD
KISSIMMEE, FL 34741

MAILING ADDRESS:
2403 WINDFIELD DRIVE
KISSIMMEE, FL 34743

ARTICLE III CAPITAL STOCKS

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS
AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:
10000 SHARES OF ONE (\$1.00) DOLLAR PAR VALUE COMMON STOCKS,
WHICH SHALL BE DESIGNED "COMMON SHARES."

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

RICCARDO FAUSTINELLA
2403 WINFIELD DRIVE
KISSIMMEE, FLORIDA 34741

ARTICLE V PAYMENT OF STOCKS

THE WHOLE OR ANY PART OF THE COMMON STOCK SHALL BE PAYABLE
EITHER IN LAWFUL MONEY OF THE UNITED STATE OR IN PROPERTY,
LABOR OR SERVICES INsofar AS PERMITTED FROM TIME TO TIME BY THE
LAWS OF THE STATE OF FLORIDA, THE VALUE OF SUCH PROPERTY, LABOR
OR SERVICES TO BE DETERMINED BY THE BOARD OF DIRECTORS.

ARTICLE VI INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION ARE TWO (2). THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME IN THE MANNER PROVIDED IN THE BY LAWS. THE NAMES AND ADDRESSES OF THE PERSONS TO SERVE AS MEMBERS OF THE INITIAL BOARD OF DIRECTOR ARE:

RICCARDO FAUSTINELLA
PRESIDENT/TREASURER
2403 WINDFIELD DRIVE
KISSIMMEE, FL 34743

ANTHONY S. NODEN
VICE-PRESIDENT/SECRETARY
4410 WILLWSHADE COURT
ORLANDO, FL 32835

ARTICLE VII INCORPORATORS

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION ARE:

RICCARDO FAUSTINELLA
2403 WINDFIELD DRIVE
KISSIMMEE, FL 34743

ANTHONY S. NODEN
4410 WILLWSHADE COURT
ORLANDO, FL 32835

ARTICLE VIII EFFECTIVE DATE AND DURATION

THE EFFECTIVE DATE ON WHICH THE CORPORATION EXISTENCE SHALL BEGIN IS MAY 25, 2000. THE DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE IX PURPOSE

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 23TH DAY OF MAY OF 2000.




CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: RAVEN AIR, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

RICCARDO FAUSTINELLA
2403 WINFIELD DRIVE
KISSIMMEE, FL 34743

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

DATE: _____

5/23/00

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00 MAY 25 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA