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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

SUBJECT: FLIGHT TIME SERVICES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 (Filing Fee: \$35.00 for articles of incorporation filing and \$35.00 for designation of resident agent).

Please forward the filed articles of incorporation directly to our Attorney, Seth T. Weinstein, Esq. of Sokoloff & Weinstein, P.A., Attorneys at Law, 11440 Okeechobee Blvd., Suite 104, Royal Palm Beach, Florida, 33411. A self-addressed stamped envelope is enclosed for your convenience. Thank you for your anticipated cooperation.

FROM: George Miro, Co-Director
FLIGHT TIME SERVICES, INC.
113 Santa Monica Avenue
Royal Palm Beach, Florida, 33411

Gregory M. Brinkman, Co-Director
FLIGHT TIME SERVICES, INC.
Old Milton Road
Rye, New York 10580

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sokoloff & Weinstein, P.A. 11440 Okeechobee Boulevard, Suite 104, Royal Palm Beach, Florida 33411
Tel: 561-790-6788/790-4505

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLIGHT TIME SERVICES, INC.

We, the undersigned incorporators, for the purpose of forming a corporation under Florida law, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be:

FLIGHT TIME SERVICES, INC.

ARTICLE II: PURPOSE

FLIGHT TIME SERVICES, INC. shall be organized under Florida Statute Chapter 607 as a for-profit corporation with the purpose of being a service business connecting aircraft brokers and users together. Further, FLIGHT TIME SERVICES, INC. may develop or can create a web page(s) that would provide the consumer with price quotes on trips.

FLIGHT TIME SERVICES, INC. may invest its corporate funds into real estate, mortgages, stocks, bonds, and any other type of investments, and may own real and personal property necessary for the rendering of the services authorized hereby. Further, FLIGHT TIME SERVICES, INC., may engage in any and all other lawful corporate activities.

ARTICLE III: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be in the Village of Royal Palm Beach, Palm Beach County, Florida.

ARTICLE IV: MAILING ADDRESS

The mailing address of this corporation shall be:

FLIGHT TIME SERVICES, INC.
113 Santa Monica Avenue
Royal Palm Beach, Florida, 33411

ARTICLE V: SHARES

The maximum number of shares of stock that this for profit corporation is authorized to have outstanding at any one time shall be one hundred shares of Class A Stock (Voting Shares) and one hundred shares of Class B Stock (Non-Voting Shares). The initial par value of each share shall be five hundred dollars (\$500.00) per share.

ARTICLE VI: OWNERSHIP OF SHARES

GEORGE MIRO, acting as Co-Director of FLIGHT TIME SERVICES, INC., shall be issued and hold fifty (50) shares of Class A Stock and GREGORY M. BRINKMAN, acting as Co-Director of FLIGHT TIME SERVICES, INC., shall be issued and hold the remaining fifty (50) shares of Class A Stock.

The Co-Directors shall hold their share of the Class A Stock as tenants-in-common, and such shares are freely alienable upon the death of said Co-Director, pursuant to each Co-Director's Last Will and Testament or other estate planning.

The Corporation, FLIGHT TIME SERVICES, INC. shall retain and hold the entire one hundred shares of Class B Stock. Said Class B Stock can be disposed and/or transferred only upon a majority vote, to that effect, by of the Board of Directors.

ARTICLE VII: EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VIII: BOARD OF DIRECTORS/INCORPORATORS

The name and post office address of the first board of directors/incorporators, who subject to the provisions of these Articles of Incorporation shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

GEORGE MIRO, Co-Director
FLIGHT TIME SERVICES, INC.
113 Santa Monica Avenue
Royal Palm Beach, Florida, 33411

GREGORY M. BRINKMAN, Co-Director
FLIGHT TIME SERVICES, INC.
Old Milton Road
Rye, New York 10580

ARTICLE IX: MANAGEMENT/AFFILIATION

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and conduct of the affairs of FLIGHT TIME SERVICES, INC.

(1) Such directors/shareholders of FLIGHT TIME SERVICES, INC. shall from time to time create, readdress and amend by-laws for the Corporation as the directors/shareholders should see fit.

(2) Subject always to such by-laws as may be adopted from time to time by the stockholders, the board of directors of FLIGHT TIME SERVICES, INC. is expressly authorized to adopt, alter and amend the by-laws of the corporation, but any by-law adopted, altered or amended by the directors may be altered, amended or repealed by the stockholders.

(3) The Corporation shall have such officers as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by

the by-laws or as may be determined from time to time by the board of directors subject to the by-laws.

Initially, GEORGE MIRO, Co-Director, shall occupy the position of President and Treasurer of FLIGHT TIME SERVICES, INC. Initially, GREGORY BRINKMAN, Co-Director, shall also occupy the position of Vice-President and Secretary of FLIGHT TIME SERVICES, INC.

(4) Subject to the restrictions, if any, as are herein expressed and such further restrictions, if any as may be set forth in the by-laws (not attached), the board of directors of FLIGHT TIME SERVICES, INC. shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

ARTICLE X: DESIGNATION OF REGISTERED AGENT

The initial registered agent for FLIGHT TIME SERVICES, INC. shall be:

SETH T. WEINSTEIN, ESQUIRE
Sokoloff & Weinstein, P.A.
11440 Okeechobee Boulevard
Suite 104
Royal Palm Beach, Florida 33411

ARTICLE XI: RESERVATION OF RIGHTS

The directors of FLIGHT TIME SERVICES, INC. reserve the right to amend, alter, change or repeal any provision herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, We, the undersigned subscribing incorporators, have hereunto set their hand and seal this 13th day of June, 2000, for the purpose of forming FLIGHT TIME SERVICES, INC. under the laws of the State of Florida, and they hereby make, subscribe, acknowledge and file in the office of the Secretary of the State of Florida these articles of incorporation and certify that the facts herein stated are true.

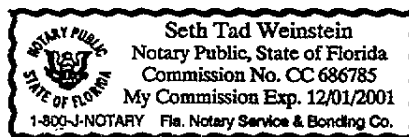
George R. Miro
GEORGE MIRO, Co-Director

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared GEORGE MIRO, who, upon being first duly sworn, acknowledged that he executed the foregoing document freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of June, 2000.

Seth T. Weinstein
NOTARY PUBLIC



My commission expires on:

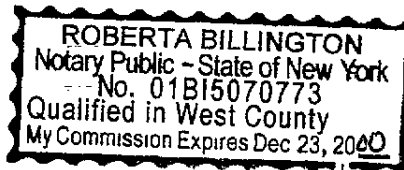
Gregory M. Brinkman
GREGORY M. BRINKMAN, Co-Director

STATE OF NEW YORK)
COUNTY OF Westchester)

BEFORE ME, the undersigned authority, personally appeared GREGORY M. BRINKMAN, who, upon being first duly sworn, acknowledged that he executed the foregoing document freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 15 day of June, 2000.

Roberta Billington
NOTARY PUBLIC
My commission expires on:



**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 607.0501, 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:

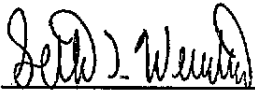
FLIGHT TIME SERVICES, INC.

(2) The name and address of the registered agent and office is:

SETH T. WEINSTEIN, ESQUIRE
Sokoloff & Weinstein, P.A.
Attorneys at Law
11440 Okeechobee Boulevard
Suite 104
Royal Palm Beach, Florida 33411

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 provision 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.



SETH T. WEINSTEIN, Registered Agent
For: FLIGHT TIME SERVICES, INC.