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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

AVIOR AIRLINES CORP.

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ARTICLES OF INCORPORATION
OF
AVIOR AIRLINES CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The Name of the corporation shall be:

AVIOR AIRLINES CORP.

The principal place of business of this corporation shall be:

600 BRICKELL AVE STE 206-N
Miami, FL 33131

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

Aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any time is one hundred shares (100) at \$5.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS/DIRECTORS

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected is (are):

DIRECTOR/PRESIDENT RAFAEL CIARCIA
600 BRICKELL AVE STE 206-N
MIAMI, FL 33131

DIRECTOR/VICE-PRES JORGE ANEZ
600 BRICKELL AVE STE 206-N
MIAMI, FL 33131

DIRECTOR/SECRETARY FRANCIS SCOLLIERI
600 BRICKELL AVE STE 206-N
MIAMI, FL 33131

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are):

FRANCIS SCOLLIERI
600 BRICKELL AVE STE 206-N
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed the Articles of Incorporation this 23RD day of August, 2,000.

Signature of incorporator(s)


FRANCIS SCOLLIERI

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

The name of the corporation:

AVIOR AIRLINES CORP.

The name and address of the registered agent and office:

FRANCIS SCOLLIERI
600 BRICKELL AVE # 206-N
MIAMI, FL 33131

SIGNATURE: _____

TITLE: _____

DATE: _____

[Signature]

SECRETARY

08-23-00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE: _____

DATE: _____

[Signature]

08-23-00

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