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TRANSMITTAL LETTER

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: ANTILLES AIR CHARTERS, INC.

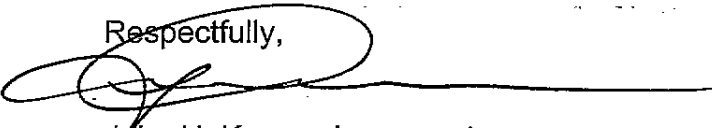
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September 7, 2000

Gentlemen,

Please find enclosed one original and two copies of the Articles of Incorporation for the afore referenced corporation, additionally, a check in the amount of \$87.50 (Eighty-seven Dollars and Fifty Cents) is enclosed to cover the appropriate fees.

Respectfully,


John H. Kroon - Incorporator
20311 Macon Parkway
Orlando, Florida 32833
Phone: 888-448-3088

D. BROWN SEP 12 2000

**ARTICLES OF INCORPORATION
OF
ANTILLES AIR CHARTERS, INC.**

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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **ANTILLES AIR CHARTERS, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 20311 Macon Parkway, Orlando, Florida 32833 and the mailing address is the same.

ARTICLE 3 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4 - SHARES

4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **FIVE THOUSAND (5,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

4.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

4.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 5 - OFFICERS

This Corporation shall have one officer / director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The name and address of the Initial Officer/Director of this Corporation is as follows:

RONALD THEODORE
1435 N.E. 4TH AVENUE
FORT LAUDERDALE, FLORIDA 33304

ARTICLE 6 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 7 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 8 - REGISTERED AGENT

The street address of the initial registered agent of this Corporation shall be:

20311 MACON PARKWAY
ORLANDO, FLORIDA 32833.

The name of the initial registered agent of this corporation at that address shall be:

JOHN H. KROON

ARTICLE 9 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

JOHN H. KROON
20311 MACON PARKWAY
ORLANDO, FLORIDA 32833

ARTICLE 10 - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors.

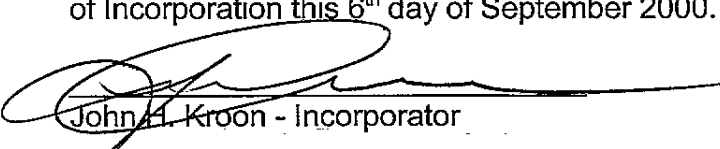
ARTICLE 11- PREEMPTIVE RIGHTS AND OTHER RESTRICTIONS

After the subscription shares have been issued, each holder of shares in the corporation shall have the first right to purchase shares (and securities convertible to shares) of the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

ARTICLE 12 - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders shall be subject to this reservation.

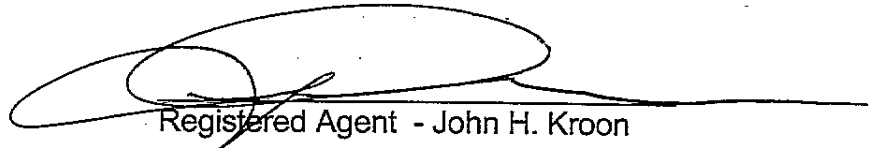
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of September 2000.


John H. Kroon - Incorporator

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

John H. Kroon, having a business identical with the registered office of this Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

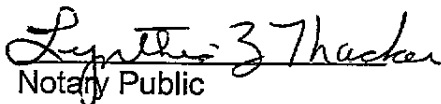

Registered Agent - John H. Kroon

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME THE UNDERSIGNED AUTHORITY, personally appeared John H. Kroon known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State last afore said this 7th day of September 2000.


Notary Public



Lynthia Z. Thacker
Commission # GC 808802
Expires Mar. 4, 2003
Bonded thru
Atlantic Bonding Co., Inc.