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Abigail F. Borza

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/9/00, 2000

Department of State
Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/11/00--01088--001
*****70.00 *****70.00

RE: INCORPORATION OF AIR CALYPSO ~~LTD.~~ INC.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of AIR CALYPSO, INC., and a check made payable to the Secretary of State which includes the statutory filing fee. Your assistance in establishing this corporation is appreciated.

Upon validation kindly mail the Articles to:

Paralegal Associates
6878 W. Atlantic Blvd
Margate, Florida 33063.

Kindly phone at 1-954-971-8468 and speak with Mr. Shariq Hussain if there is a question or problem.

Respectfully,

Abigail Ford Borza
Abigail F. Borza

Shariq Hussain

delete LTD from
corp name

OK
OK

Ph 9/13/00

Articles of Incorporation of

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TALLAHASSEE, FLORIDA

AIR CALYPSO, INC.

ARTICLE ONE

The name of the corporation is AIR CALYPSO, INC. The principal address of the corporation is: 5760 NW 74th Place, #103, Coconut Creek, Florida 33073.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations maybe incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 100, at \$1.00 par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 5760 NW 74th Place, #103, Coconut Creek, Florida 33073, and the name of its initial registered agent at such address is Abigail F. Borza.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.


Abigail F. Borza

ARTICLE SEVEN

The number of directors constituting the initial board of directors is six (6), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
Owen Troy III President/CEO	8800 NW 14th Ave Miami, Florida
Rufus Hanna, Jr. Vice President	POBox N7416 Nassau, NP Bahama
Arthur Blair	5760 NW 74th Place, #103 Coconut Creek, Florida 33073
Capt. Alvin Calendar	5760 NW 74th Place, #103 Coconut Creek, Florida 33073
David Tietgen	5760 NW 74th Place, #103 Coconut Creek, Florida 33073
Abigail E. Borza	5760 NW 74th Place, #103 Coconut Creek, Florida 33073

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ARTICLE EIGHT


The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statue.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
Owen Troy III	8800 NW 14th Ave Miami, Florida 33147

(signed)


Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.