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KELLY B. PLANTE, ESQUIRE

700000095253

FILED
00 OCT -9 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

400003419894-1
-10/10/00--01003--004
*****78.75 *****78.75

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **Certified Copy** of the **Articles of Incorporation** for the following entity:

SAFARI AIR, INC.

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelby B. Plante
Kelly B. Plante

RECEIVED
00 OCT -9 PM 4:41
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

KBP/amc
Enclosures
GHRCORP/GHR2287
KBP

T. SMITH OCT 10 2000



ARTICLES OF INCORPORATION
OF
SAFARI AIR, INC.

FILED
00 OCT -9 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of SAFARI AIR, INC., a Florida corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation.

ARTICLE I - NAME

The name of this corporation is SAFARI AIR, INC. The mailing address of the Corporation shall be 119 Clipper Lane, Jupiter, Florida 33477.

ARTICLE II - CORPORATE EXISTENCE

The Corporation will exist commencing on the date of filing these Articles of Incorporation with the Florida Department of State.

ARTICLE III - DURATION

The corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This Corporation is organized for the specific purpose of scheduled airlines and, in general, to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be:

225 South Adams Street
Suite 250
Tallahassee, FL 32301

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

Kelly B. Plante

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1).

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

| <u>Name</u> | <u>Address</u> |
|-----------------|--------------------------------------------------------------|
| Kelly B. Plante | 225 South Adams Street Suite 250 Tallahassee, FL 32301 |

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of October, 2000.


KELLY B. PLANTE
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of SAFARI AIR, INC., I hereby accept and agree to act in this capacity.

Dated: October 9, 2000.


KELLY B. PLANTE

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