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TRANSMITTAL LETTER

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01 FEB 14 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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****131.25 *****87.50

SUBJECT: GAVIOTA AIRLINES, INC.
(Proposed corporate name-must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00	\$78.75	\$122.50	x \$131.25
Filing Fee	Filing Fee	Filing Fee	Filing Fee
	& Certificate	& Certified Copy	Certified Copy
			& Certificate

FROM: Raul R. Dube

Address: 9380 SW 62 Street
Miami, FL 33173

Daytime
Telephone: (786) 265-9120

CB2-15 ✓

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of corporations for profit.

ARTICLE I, NAME

The name of this corporation shall be:

GAVIOTA AIRLINES, INC

ARTICLE II, PRINCIPAL OFFICE

The initial street address in this State of the principal office of the corporation shall be:

9380 SW 62 STREET
MIAMI, FL 33173
Tel (786) 265-9120
Fax (786) 265-9115

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE III, SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100.00) Shares of common stock, of One Dollar (\$ 1.00) per value.

ARTICLE IV, INITIAL REGISTERED AGENT AND STREET ADDRESS


The name and address of the initial registered agent is:

Raul R. Dube
9380 SW 62 Street
Miami, Fl 33173

ARTICLE V INCORPORATOR (S)

The name and street address of the incorporator (s) to these Articles of Incorporation is (are):

Raul R. Dube	9380 SW 62 Street
	Miami, Fl 33173



Raul R. Dube (Signature)
Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

ARTICLE VI, NATURE OF BUSSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

That the present main business of the corporation is as follows:

Aviation

ARTICLE VII, INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than One Hundred (100.00) Dollars.

ARTICLE VIII, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE IX, DIRECTORS

This Corporation shall have one (1) directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the by-laws, but shall never be less than one (1) .

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation., from and against any and all claims and liabilities to which such person shall become subject by reason of this having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or will full misconduct in the performance of this duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case event though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors or the corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be party to , or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be represent at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other

corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X, INITIAL DIRECTORS

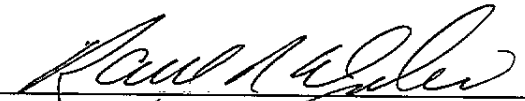
The names and addresses of the first Board of Directors and of the Officers, who, subject to the provisions of these Articles of Incorporation, By-laws of this Corporation, and the corporation laws of the State of Florida, shall hold office the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

Name	Title	Address
Raul R. Dube	President, Vice President Treasurer, Secretary	9380 SW 62 Street Miami, Fl. 33173

ARTICLE XI, AMENDMENT

This Corporation reserves the right to amend, alter change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred on stockholders herein granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as subscribing incorporates, have hereunto set our hands and seals this 9th day of February, 2001 for the purpose of forming this Corporation under the Laws of the State of Florida, and hereby make 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.

 (SEAL)
Raul R. Dube


CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

- 1- The name of the corporation is: GAVIOTA AIRLINES, INC.
- 2- The name and address of the registered agent and office is:

Raul R. Dube
9380 SW 62 Street
Miami, FL 33173

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 provisions 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.



Raul R. Dube (signature)



(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32304

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CLERK OF STATE
TALLAHASSEE, FLORIDA