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Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 Phone: (305)541-369

Phone : (305)541-3694 Fax Number : (305)541-3770 DIVISION OF CURRONALIONS

FLORIDA PROFIT CORPORATION OR P.A.

ALLIANCE AIR GROUP, INC.

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78,75 |
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ARTICLES OF INCORPORATION

OF

ALLIANCE AIR GROUP, INC., a Florida corporation

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE L - CORPORATE NAME

The name of the Corporation is ALLIANCE AIR GROUP, INC., a Florida corporation.

ARTICLE II. - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon the operation of these Articles of incorporation.

ARTICLE III. - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLE IV. - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 100. Such shares shall be of a single class and shall have no par value.

ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 300-71 Street, Suite #405, Miami Beach, FL 33141, and the name of its initial registered agent at such address is Daniel E. Jonas. The principal office and mailing address of the corporation is 2060 North Hibiscus Drive, North Miami, FL 33181.

This instrument prepared by:

DANIEL E. JONAS, Esq.
JONAS & SILBERMAN, P.A.
300 71st Street, Suite #405
Miami Beach, FL 33141
Florida Bar No. 309850
Tel: (305) 866-7621

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JONAS AND SILEKHMAN P.A.

ARTICLE VI. - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation are two. The names and addresses of the persons who are to serve as members of the initial Board of Director are as follows:

Derry Huff 2060 North Hibiscus Drive North Miami, FL 33181

David Samer 1516 Lake Drive Delray Beach, FL 33444

ARTICLE VII. - INCORPORATORS

The names and addresses of the incorporators are:

Derry Huff 2060 North Hibiscus Drive North Miami, FL 33181

David Samer 1516 Lake Drive Delray Beach, FL 33444

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation at Miami Beach, Dade County, Florida on this 13th day of March, 2001.

DERRY HUFF

DAVID SAMER

STATE OF FLORIDA:

SS.

COUNTY OF MIAMI-DADE:

I HEREBY CERTIFY that on this 13th day of March, 2001, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared Derry

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Huff and David Samer and they acknowledged before me that they are the subscribers to these Articles of Incorporation and they have acknowledged that they have signed same on this 13th day of March, 2001, and who did take an oath.

Notary Public at Large, State of Florida My commission expires:

ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

COMES NOW, DANIEL E. JONAS, and hereby acknowledges his appointment as the registered agent of ALLIANCE AIR GROUP, INC., a Florida corporation, and he is familiar with, and accepts, the obligations of that position.

DANIEL E. JONAS

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