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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : PAUL A. MURRAY, P.A.
Account Number : I19990000229
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA PROFIT CORPORATION OR P.A.

FLORIDA AIR HOLDINGS, INC.

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FAX TRANSMISSION
PAUL A. MURRAY, P.A.

5117 Castello Drive, Suite 2
Naples, FL 34103
Tel: (941) 430-0000
Fax: (941) 430-0004

To: Division of Corporations
Secretary of State
Date: March 14, 2001
Fax #: 850-922-4003
Pages: 4, including this sheet.
From: Paul Murray, Esquire
Subject: FLORIDA AIR HOLDINGS, INC.

This message is intended only for the use of the individual or entity to which it is addressed, and may contain information that is privileged, confidential and exempt from disclosure under applicable laws. If the reader of this message is not the intended recipient, or the employee or agent responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us at the above address via U.S. Mail.

Dear Sir or Madame:

Transmitted herewith please find a copy of fully executed original Articles of Incorporation, with accompanying Designation and Acceptance of Registered Agent. Please file these at your earliest possible convenience and fax to my office your confirming fax with the P#. Presumably, the conformed copy will follow via US Mail.

While this name is similar to Florida Air Holdings, LLC. (L00000015105) please be advised that I organized Florida Air Holdings, LLC, and I subsequently Amended and Restated the Articles of Organization for that LLC. I hereby provide the Division of Corporations this **written authorization** to organize Florida Air Holdings, Inc., notwithstanding the similar name. If you should have any questions, please do not hesitate to contact my office.

Thank you for your attention and cooperation in this matter.

Very truly yours,
Paul A. Murray, P.A.

Paul A. Murray
For the Firm

PAM:lal
Enclosure As Noted

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**ARTICLES OF INCORPORATION OF
FLORIDA AIR HOLDINGS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation is FLORIDA AIR HOLDINGS, INC.

ARTICLE II

The principal place of business and mailing address of this corporation is:
220 East Airport Avenue, Venice, FL 34285.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 Common Shares with \$0.01 par value per share.

ARTICLE IV

The name of the corporation's initial registered agent and the address of the initial registered office of this corporation is as follows:

Paul A. Murray, 5117 Castello Drive, Suite 2, Naples, FL 34103.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:

Paul A. Murray, 5117 Castello Drive, Suite 2, Naples, FL 34103.

ARTICLE VI

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

The undersigned has executed these Articles of Incorporation this 14th day of March, 2001.


Paul A. Murray, Incorporator

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**Designation and Acceptance of Registered Agent
for a Florida Corporation**

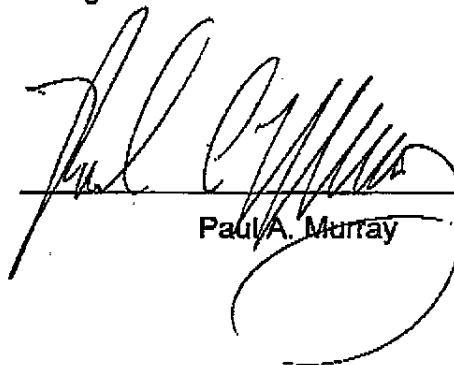
Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is FLORIDA AIR HOLDINGS, INC.
2. The name of the registered agent is Paul A. Murray.
3. The address of the registered agent/registered office is:

5117 Castello Drive, Suite 2
Naples, FL 34103

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.



Paul A. Murray

Date: March 14, 2001

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