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ROGER BARRY DAVIS

HOWARD J. LUBEL
OF COUNSEL

March 27, 2001

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 33299

FILED
01 MAR 28 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: *Articles of Incorporation for Trans Atlantic Charters, Inc.*
Our File No. 11.20-00.02

Dear Ladies and Gentlemen:

Enclosed herewith please find the following materials:

7000003923977-0
-03/28/01-01065-003
*****78.75 *****78.75

1. Original and one copy of the Articles of Incorporation for Trans Atlantic Charters, Inc.; and
2. Our check in the amount of \$78.75, representing the fee for filing of said Articles of Incorporation and the fee for a certified copy.

Kindly file and establish the corporation, and forward the certified copy of the Articles of Incorporation to the undersigned in the Federal Express self-addressed envelope, and thank you for your prompt attention to this matter.

Sincerely,

By: 

ROGER BARRY DAVIS

RBD:cs

Encls.

cc: Alex Shlaen

✓ T. Burch APR 2 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TRANS ATLANTIC CHARTERS, INC.**

The undersigned, subscriber to the Articles of this corporation, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is:

TRANS ATLANTIC CHARTERS, INC.

and its principal office's mailing address is:

c/o Roger Barry Davis, Attorney at Law
1955 Tyler Street
Hollywood, Florida 33020

ARTICLE TWO

DURATION

This corporation shall have a perpetual term of existence, unless earlier dissolved pursuant to law.

ARTICLE THREE

PURPOSE

The corporation has been organized for the purpose of transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000, all of which shall be common shares with a par value of One Dollar (\$1.00). The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as they may deem appropriate.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 1955 Tyler Street, Hollywood, Florida 33020, and the name of the initial registered agent at such address is **ROGER BARRY DAVIS**.

ARTICLE SIX

DIRECTORS AND OFFICERS

The Board of Directors of the corporation shall consist of not more than four (4) members nor less than one (1) member.

The name and address of the first Board of Directors, and the initial officer of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ALEX SHLAEN President/Director	1955 Tyler Street Hollywood, Florida 33020

ARTICLE SEVEN

INCORPORATOR

The name and address of the incorporator hereof is:

ROGER BARRY DAVIS
1955 Tyler Street
Hollywood, Florida 33020

ARTICLE EIGHT

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on filing of these Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name to this instrument.

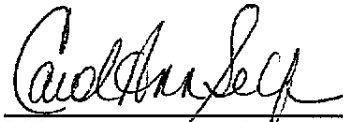


ROGER BARRY DAVIS
as Sole Incorporator

STATE OF FLORIDA :

COUNTY OF BROWARD :

The foregoing instrument was acknowledged before me on this 27th day of March, 2001
by **ROGER BARRY DAVIS**, who is personally known to me and who did take an oath.

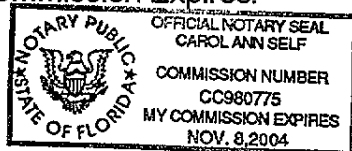


NOTARY PUBLIC, State of
Florida at Large

CAROL ANN SELF

Print Notary Name

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process of the stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

A handwritten signature in black ink, appearing to read 'Roger Barry Davis', is written over a horizontal line.

ROGER BARRY DAVIS