

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P010000065240

Florida Air Charters, Inc.

100004452031--9
-06/29/01--01057--009
*****122.50 *****43.75

file 2nd

✓ Art of Inc. File
LTD Partnership File
Foreign Corp. File
L.C. File
Fictitious Name File
Trade/Service Mark
Merger File
Art. of Amend. File
RA Resignation
Dissolution / Withdrawal
Annual Report / Reinstatement
Cert. Copy
Photo Copy
Certificate of Good Standing
Certificate of Status
Certificate of Fictitious Name
Corp Record Search
Officer Search
Fictitious Search
Fictitious Owner Search
Vehicle Search
Driving Record
UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
Courier

100004452031--9
-06/29/01--01057--009
*****122.50 *****78.75

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 29 PM 12: 27
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
01 JUN 29 PM 4: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN JUL -2 2001

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

FLORIDA AIR CHARTERS, INC.

*2388 N.E. 30th Court
Lighthouse Point, FL 33064*

FILED
01 JUN 29 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 27, 2001

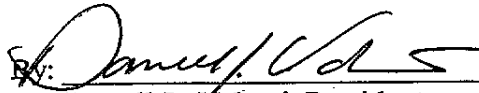
Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

I am the President, sole director, and sole shareholder of Florida Air Charters, Inc., a Florida corporation, which was incorporated February 7, 1997, pursuant to Document No. P97000012615. As the sole shareholder and sole director of the Corporation, I have approved an Amendment to the Articles of Incorporation of that Corporation changing the name of the Corporation from Florida Air Charters, Inc. to DJV Air Charters, Inc. This change of name is being done in order to permit Lopax, Inc., a Delaware corporation, as the incorporator, to file Articles of Incorporation for a new corporation to be named Florida Air Charters, Inc.

Please consider this letter as the authorization to permit the use of the name Florida Air Charters, Inc. for that new corporation to be formed by Lopax, Inc. If you need anything further, please do not hesitate to contact me.

Florida Air Charters, Inc.

By: 
Darrell J. Valenti, President

FLORIDA AIR CHARTERS, INC.
a Florida corporation

ACTION OF SOLE SHAREHOLDER AND SOLE DIRECTOR BY WRITTEN CONSENT

The undersigned, being the sole shareholder and sole director of Florida Air Charters, Inc., a Florida corporation, does hereby adopt the following resolutions and take and consent to the following action without a meeting by this unanimous written consent:

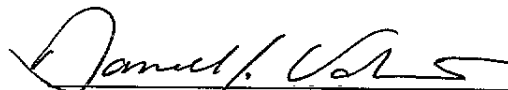
1. RESOLVED, that the Articles of Incorporation of the Corporation be amended to change the name of the Corporation to DJV AIR CHARTERS, INC., effective as soon as the appropriate amendment to the Articles of Incorporation can be filed with the Florida Secretary of State.

2. RESOLVED, that the Amendment of the Articles of Incorporation is done pursuant to Section 607.1006 of the Florida Statutes.

3. BE IT FURTHER RESOLVED, that the President, Secretary, or Assistant Secretary are authorized to execute such documents as may be necessary or desirable in order to accomplish the change of name of the Corporation.

4. BE IT FURTHER RESOLVED, that the President of the Corporation be and he is hereby authorized to notify the Florida Secretary of State that this Corporation has no objection to the use of the name FLORIDA AIR CHARTERS, INC. by a new corporation to be formed with Lopax, Inc., a Delaware corporation acting as the incorporator for such corporation.

Dated this 28th day of June, 2001.



Darrell J. Valenti, Sole Shareholder and
Sole Director

ARTICLES OF INCORPORATION
OF
FLORIDA AIR CHARTERS, INC.

FILED
01 JUN 29 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: NAME

The name of the corporation is **FLORIDA AIR CHARTERS, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 2388 N.E. 30th Court, Lighthouse Point, Florida, 33064.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) common shares having a par value of (\$.01) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Darrell J. Valenti, 2388 N.E. 30th Court, Lighthouse Point, Florida, 33064.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Lopax, Inc. 3450 Buschwood Park Drive, #195, Tampa, Florida 33618.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Darrell J. Valenti, 2388 N.E. 30th Court, Lighthouse Point, Florida, 33064.

ARTICLE VII: INDEMNIFICATION

This corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

The undersigned has executed these Articles of Incorporation this 28th day of June, 2001.

Lopax, Inc.

By: 

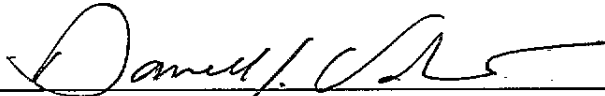
Francis J. Jahn, Assistant Secretary

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is FLORIDA AIR CHARTERS, INC.
2. The name and address of the registered agent and office is Darrell J. Valenti, 2388 N.E. 30th Court, Lighthouse Point, Florida, 33064.

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.



Darrell J. Valenti

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01 JUN 29 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA