

**P01000006A338****Florida Department of State**

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.****JETLEASE USA, INC.**

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(6) H 01000081314  
ARTICLES OF INCORPORATION  
OF

JETLEASE USA, INC., a Florida corporation

ARTICLE I

The name of this Corporation is:

JETLEASE USA, INC., a Florida corporation

ARTICLE II

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

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

ARTICLE IV

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI  
VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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Prepared By:  
MARK B. GOLDSTEIN, ESQUIRE  
MARK B. GOLDSTEIN, P.A.  
2700 N. MILITARY TRAIL, SUITE 220  
BOCA RATON, FLORIDA 33431  
(561) 983-9955

**ARTICLE VII**  
**PREEMPTIVE RIGHTS:**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VIII**

The street address of the initial registered office of this Corporation is: 2700 N. Military Trail, Suite 220, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that address is: Mark B. Goldstein, and the principal place of business of the corporation is 3700 Airport Road, Suite 410, Boca Raton, Florida 33431.

**ARTICLE IX**

This Corporation shall have One (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Director of this Corporation is:

**Michael McCauley  
3700 Airport Road, Suite 400  
Boca Raton, FL 33431**

**ARTICLE X**

is: The name and address of the person or entity signing these Articles of Incorporation

**Mark B. Goldstein  
2700 N. Military Trail, Suite 220  
Boca Raton, Florida 33431**

**ARTICLE XI  
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13 day of July, 2001.

**JETLEASE USA, INC., a Florida  
corporation**

BY: [Signature]  
**MARK B. GOLDSTEIN, Incorporator**

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 13 day of July, 2001, in the County and State aforesaid.

[Signature]  
PRINT NAME:  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires:  
Commission No: \_\_\_\_\_



Angela Warshefski  
Commission # 00896172  
Expires Jan. 29, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT JETLEASE USA, INC., a Florida Corporation DESIRING TO ORGANIZE  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS  
INDICATED IN THE ARTICLES OF INCORPORATION AT 3700 Airport Road, Suite 410,  
Boca Raton, Florida 33431 HAS NAMED Mark B. Goldstein, LOCATED AT 2700 N. Military  
Trail, Suite 220, Boca Raton, Florida, 33431 AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.

JETLEASE USA, INC., a Florida Corporation

BY: [Signature]  
MARK B. GOLDSTEIN, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

JETLEASE OF FLORIDA, INC., a Florida  
Corporation

BY: [Signature]  
MARK B. GOLDSTEIN Dated:

STATE OF FLORIDA  
COUNTY OF PALM BEACH }

I HEREBY CERTIFY on this day, before me, an officer duly authorized to  
administer oaths and to take acknowledgments, personally appeared Mark B. Goldstein, known to  
me to be the person described in and who executed the foregoing instrument, who acknowledged  
before me that he executed the same, that I relied upon the following form of identification of the  
above-named person; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 13 day of July, 2001, in the County  
and State aforesaid.

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[Signature]  
NOTARY PUBLIC, STATE OF FLORIDA



Angela Warshawski  
Commission # 001896172  
Expires Jan. 29, 2004  
Bonded Through  
Atlantic Bonding Co., Inc.