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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

July 25, 2001

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

Dear Sirs:

Please find enclosed articles of Incorporation. I have enclosed \$78.75 for fees including a certified copy.

Yours Truly,

Robert Wallace

Robert Wallace

RBW/dlc

B. BROWN JUL 2, 7 2001

ARTICLES OF INCORPORATION
OF
AIRJAX INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator of these Articles of Incorporation is a natural person competent to contract and hereby forms a corporation for profit under the General Corporation Act and other laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of this corporation is AirJax International, Inc. and its principal office is located at 3491 Pall Mall Drive, Suite 201-B, Jacksonville, Florida 32257.

ARTICLE II. DURATION

This corporation is to exist perpetually beginning on the date of execution of these articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CORPORATE POWERS

This corporation shall have all and singular the following powers:

To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of the corporation's business.

To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation, and to carry on any business which this corporation has the direct or incidental authority to pursue.

To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

To purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer or otherwise

dispose of his shares, or any or all of its shares owned and held by a stockholder who dies, provided, however, the capital of this corporation cannot be impaired thereby.

To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment to it, necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

To have, in furtherance of the corporate purpose, all of the powers conferred upon corporations organized under the Florida General Corporation Act subject to any limitations contained in these articles of incorporation.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue five million shares of one (\$1.00) par value common stock.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3491 Pall Mall Drive, Suite 201-B, Jacksonville, FL 32257 and the name of the initial registered agent of this corporation at that address is E. Neal Holland. The stockholders shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

ARTICLE VII. INCORPORATORS

The name and address of the person signing these articles are:

E. Neal Holland
3491 Pall Mall Drive, Suite 201-B
Jacksonville, FL 32257

ARTICLE VIII. BOARD OF DIRECTORS

The initial board of directors shall consist of three members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one.

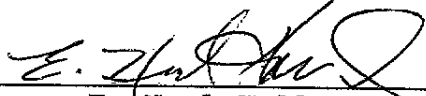
ARTICLE IX. BY-LAWS

The stockholders of this corporation shall have the sole power to adopt, amend or repeal By-laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-laws.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF the undersigned subscribers have executed these
Articles of Incorporation on July 24, 2001.



E. Neal Holland

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

In pursuance of Florida Statutes, the following is submitted in
compliance with said Act:

First that AirJax International, Inc., desiring to organize under
the Laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at the City of
Jacksonville, Florida, has named

E. Neal Holland

located at:

3491 Pall Mall Drive, Suite 201-B
Jacksonville, FL 32257

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated
corporation, at the place designated in this certificate, I hereby
accept to act in this capacity.



E. Neal Holland

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