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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Top Air Airlines, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
01 DEC 20 AM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
01 DEC 20 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
12/22

Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

TOP AIR AIRLINES, INC.

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TALLAHASSEE FLORIDA

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing of this corporation shall be:

1000 PONCE DE LEON BLVD
SUITE 212
CORAL GABLES, FL-33134

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

3000 STOCKS

ARTICLES IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ARMANDA MIR
1000 PONCE DE LEON BLVD
SUITE 212
CORAL GABLES
FL-33134

ARTICLE V - INCORPORATOR

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

ARMANDA MIR
1000 PONCE DE LEON BLVD
SUITE 212
CORAL GABLES, FL-33134

The undersigned incorporator has executed these Articles of Incorporation this 19 day of DEC 2001

Armanda Mir
Signature

ARTICLE VI- DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

ROGER DE JESUS JOVER AGUASUÑAS
DR MANUEL F. GUZMAN-LANDOLFI
BETTY ARLENE MARIA RIVERA CONDE
REYNALDO JOVER RIVERA
ROGER JOVER RIVERA
DANIELA MARGOTTO BUSSOLA
JOSE HUMBERTO HERNANDEZ BLANCO

PRESIDENT-TRES.
VICE-PRESIDENT-TRES.
DIRECTOR
DIRECTOR
DIRECTOR
DIRECTOR
DIRECTOR
DIRECTOR
DIRECTOR

*MAFRA CORPORATION, LTD

**BRUVICORP, SA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT /REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at place designated in this certificate, 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Armanda Mir
Registered Agent Signature

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TALLAHASSEE FLORIDA

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* ON BEHALF: DR MANUEL F. GUZMAN-LANDOLFI & UMBERTO GUZMAN-LANDOLFI
** ON BEHALF: BRUNO VIOLAND