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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

titan air, inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

TITAN AIR, INC., a Florida corporation

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ARTICLE I

The name of this Corporation is:

TITAN AIR, INC.

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 1,000 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.

Prepared By:
MARK B. GOLDSTEIN, ESQUIRE
MARK B. GOLDSTEIN, P.A.
2700 N. MILITARY TRAIL, SUITE 130
BOCA RATON, FLORIDA 33431
(561) 989-9955

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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 130, 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 2130 Palm Beach Lakes Boulevard, West Palm Beach, Florida 33409.

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:

Donald S. Lloyd
1835 S. Ocean Boulevard, Unit "A"
Delray Beach, Florida 33483

ARTICLE X

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

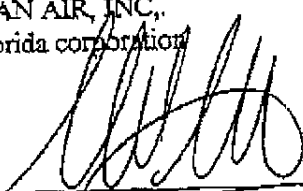
Mark B. Goldstein
2700 N. Military Trail, Suite 130
Boca Raton, Florida 33431

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 24th day of December 2001.

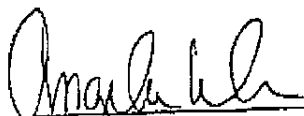
TITAN AIR, INC.,
a Florida corporation

BY: 
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 24th day of December 2001, in the County and State aforesaid.


PRINT NAME
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission # Angela Warsnefer
Commission # GC 89617
Expires Jan 29, 2004
Bonded Thru
Atlantic Bonding Co. Inc.



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:

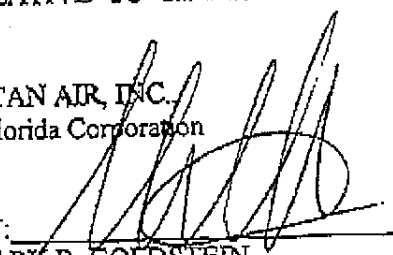
FIRST THAT TITAN AIR, INC., A FLORIDA CORPORATION DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 2700 N. MILITARY TRAIL, SUITE 130, BOCA RATON, FLORIDA 33431 HAS NAMED MARK B. GOLDSTEIN, LOCATED AT 2700 N. MILITARY TRAIL, SUITE 130, BOCA RATON, FLORIDA 33431, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

TITAN AIR, INC.
a Florida Corporation

BY: 
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.

TITAN AIR, INC.
a Florida Corporation

BY: 
MARK B. GOLDSTEIN
December 24, 2001

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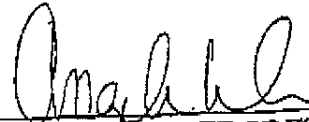
STATE OF FLORIDA)

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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 24th day of December, 2001, in the County and State aforesaid.



NOTARY PUBLIC, STATE OF FLORIDA



Angela Warshefska
Commission # OC 896172
Expires Jan. 29, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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