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Florida Department of State

Division of Corporations

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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : CORPORATION SERVICE COMPANY / **DAS**
Account Number : I20000000195
Phone : (850) 521-1000
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FLORIDA PROFIT CORPORATION OR P.A.

AFFINITY AIRSHARES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
AFFINITY AIRSHARES, INC.**

**ARTICLE I
NAME**

The name of the Corporation is: AFFINITY AIRSHARES, INC. (hereinafter referred to as the "Company")

**ARTICLE II
DURATION**

The corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III
PURPOSE**

The purpose for which the company is formed is to conduct any lawful business, and said Company shall possess and have all the powers now and hereafter conferred by the laws of the State of Florida upon corporations organized thereunder.

**ARTICLE IV
CAPITAL STOCK**

The total number of shares which the Company is authorized to issue is FIFTY MILLION (50,000,000) shares, at \$0.001 par value per share. The Board of Directors shall fix the consideration to be received for each share.

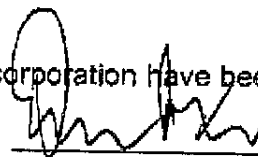
**ARTICLE IV
REGISTERED AGENT**

The name and street address of the registered agent signing these Articles of Incorporation is, Omar Botero Canal at 6355 NW 36th Street, Suite 200, Virginia Gardens, Florida 33166.

**ARTICLE V
PRINCIPAL OFFICES**

The principal office of the Corporation is: 6355 NW 36th Street, Suite 200, Virginia Gardens, Florida 33166.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 30th day of January 2002.



Omar Botero Canal

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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**

FIRST: That Affinity Airshares, Inc. desiring to organize or qualify under the laws of the State of Florida, has named Omar Botero Canal as its registered agent with offices located at 6355 NW 36th Street, Suite 200, Virginia Gardens, Florida 33166, County of Dade, State of Florida to accept service of process within the State of Florida.

HAVING BEEN named to accept service of process for the above stated Corporation, at the place designated in this certificate, the undersigned HEREBY AGREES to act in said capacity, and FURTHER AGREES to comply with the provisions of all statutes relative to the proper and complete performance of its duties.



Omar Botero Canal

January 30, 2002

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