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K & K Accounting & Tax Service, Inc.
2825 University Drive
Suite 410
Coral Springs, FL 33065
(954) 752-3909

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-01/29/02--01037--004
*****70.00 *****70.00

January 22, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

02 JAN 29 AM 11:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs:

Enclosed are two (2) Copies of Articles of Incorporation of **ACTION AIR SERVICES, INC.** and the appointment of registered agent for filing purposes.

Also, enclosed is a check for \$70.00 to cover charter tax, filing fees, registered agent filing fee. No certified copy is requested at this time.

Thank you for your prompt attention to this matter.

Please remit the approved Articles of Incorporation to the above address.

Very Sincerely,

K & K Accounting & Tax, Inc.


Donna Kent
Accountant

02/14

ARTICLES OF INCORPORATION
OF
ACTION AIR SERVICES, INC.

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SEC. OF STATE
TALLAHASSEE, FLORIDA

The Undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. The name of the corporation is as follows:
ACTION AIR SERVICES, INC.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.
4. The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1,000 shares at par value of \$1.00 per share, common stock. All of the stock shall be payable in cash or other property, real or personal, tangible or intangible, or in labor or services actually performed for the corporation, in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

5. This corporation shall commence to exist on the date which the Articles of Incorporation are filed in the Office of the Secretary of the State of Florida.

6. The principal office, registered agent, and registered office address is:

STEVE D'AMICO
4816 NORTHWEST 97 AVENUE
SUNRISE, FLORIDA 33351

7. The number of directors constituting its initial board of Directors is two (2), whose name and address is as follows:

STEVE D'AMICO
4816 NORTHWEST 97 AVENUE
SUNRISE, FLORIDA 33351

WILLIAM CHENEY
474 SOUTHWEST 183 WAY
PEMBROKE PINES, FLORIDA 33029

8. The name and address of the initial incorporators is as follows:

STEVE D'AMICO - 500 SHARES
4816 NORTHWEST 97 AVENUE
SUNRISE, FLORIDA 33351

WILLIAM CHENEY - 500 SHARES
474 SOUTHWEST 183 WAY
PEMBROKE PINES, FLORIDA 33029


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


9. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation".

SIGNED ON THE FOLLOWING DATE: 1-22, 2002.



STEVE D'AMICO
Registered Agent


STEVE D'AMICO
Incorporator

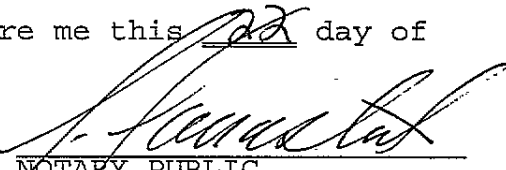

WILLIAM CHENEY
Incorporator

SWORN TO AND SUBSCRIBED
BEFORE ME THIS

STATE OF FLORIDA }
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared STEVE D'AMICO AND WILLIAM CHENEY, after first being duly sworn, deposes and says that they are the persons described in and who subscribed to the Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth and furthermore, that the above facts are true and correct to the best of their knowledge and belief of STEVE D'AMICO AND WILLIAM CHENEY.

SWORN TO AND SUBSCRIBED before me this 22 day of
JANUARY, 2002.
My Commission Expires:


NOTARY PUBLIC,
STATE OF FLORIDA

