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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN 30 AM 10:22

THOMAS D. LARDIN, ESQUIRE

TELEPHONE: (954) 938-4406
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January 28, 2002

Department of State
State of Florida
DIVISION OF CORPORATIONS
PO Box 6327
Tallahassee, FL 32314

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-01/30/02--01025--005
*****70.00 *****70.00

RE: Articles of Incorporation of Classic Airways, Inc.
Our File Number: 25.0404

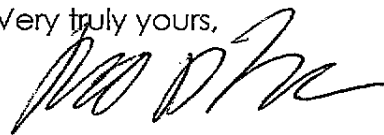
Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of Classic Airways, Inc. Also enclosed is my check, in the amount of \$70.00, for the filing fee and designation of Registered Agent.

I have also enclosed a self-addressed stamped envelope for you to send me a file stamped copy of the Articles.

Thank you for your cooperation.

Very truly yours,



Thomas D. Lardin, Esquire

TDL:ts
Enclosure

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ARTICLES OF INCORPORATION

OF

CLASSIC AIRWAYS, INC.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 JUN 30 AM 10:22

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is **CLASSIC AIRWAYS, INC.**

ARTICLE II

The duration of this corporation is perpetual and the date and time of the commencement of corporate existence will be simultaneous with the filing of these Articles.

ARTICLE III

The general purposes for which the corporation is organized are: (1) To engage in the aircraft chartering business; (2) To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the shareholders of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business; (3) To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is sixty (60) shares. The corporation is authorized to issue only one class of stock and all issued stock shall be held of record by not more than fifteen (15) persons. Stock shall be issued and transferable only to natural persons who are not non-resident aliens. The shares shall have no par value.

ARTICLE V

The principal business office and mailing address and the official registered office of the corporation is 2860 NW 59th Street, Fort Lauderdale, FL 33309 and the name of its initial registered agent at such address is Damian H. Weber, Sr.

ARTICLE VI

The corporation will have no Board of Directors, but will be operated directly by the shareholders. The name and address of each person who is to serve as an officer of the corporation is:

Damian H. Weber, Sr.
2860 NW 59th Street
Fort Lauderdale, FL 33309
President

Damian H. Weber, Jr.
2860 NW 59th Street
Fort Lauderdale, FL 33309
Vice President

Mary Weber
2860 NW 59th Street
Fort Lauderdale, FL 33309
Secretary

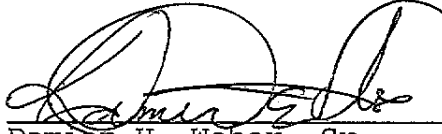
Jeremy T. Weber
2860 NW 59th Street
Fort Lauderdale, FL 33309
Treasurer

ARTICLE VII

The name and address of the incorporator of this corporation is:

Damian H. Weber, Sr.
2860 NW 59th Street
Fort Lauderdale, FL 33309
President

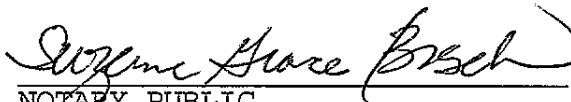
EXECUTED by the undersigned incorporator on this 24 day of January, 2002.


Damian H. Weber, Sr.

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Damian H. Weber, Sr., who, first being duly sworn, deposes and says that he has executed the foregoing Articles of Incorporation, freely and voluntarily and for the reasons therein expressed.

DATED: this 24 day of January, 2002.
Damian H. Weber, Sr. is personally known to me.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

Suzanne Grace Bisch
Notary Public, State of Florida
Commission No. CC 747827
My Commission Exp. 06/02/2002

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Section 607.034, Florida Statutes, the following is submitted in compliance with said Act.

The Registered Agent of the newly formed corporation named Classic Airways, Inc. is Damian H. Weber, Sr. This designation is being made and filed simultaneously with the filing of Articles of Incorporation.

The registered office of the newly formed corporation is 2860 NW 59th Street, Fort Lauderdale, FL 33309. This designation is also submitted simultaneously with the Articles of Incorporation.

This Agent is appointed to accept service of process duly served on this corporation at the above-designated address.

ACKNOWLEDGEMENT:

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



Damian H. Weber, Sr.

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