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To:  
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Fax Number : (850)205-0381

From:  
Account Name : ATLAS PEARLMAN, P.A. *mm*  
Account Number : 076247002423  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**DISCOVER AIR AIRLINES, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05 <i>(6)</i>
Estimated Charge	\$78.75

FILED  
02 FEB 11 AM 11:00  
DEPARTMENT OF STATE  
PALM BEACH, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
DISCOVER AIR AIRLINES, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: DISCOVER AIR AIRLINES, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 83 Nilson Way, Orlando, FL 32803.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

CLINT J. GAGE, ESQ., FLA. BAR #0191779  
Adas Pearlman, P.A.  
350 East Las Olas Boulevard, Suite 1700  
Fort Lauderdale, Florida 33301  
Phone No.: (954) 763-1200

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#### **ARTICLE IV CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Ten Million (10,000,000) shares, of which:

(1) Nine million (9,000,000) shares shall be designated as Common Stock with a par value of \$.0001 per share; and

(2) One million (1,000,000) shares shall be designated Preferred Stock with a par value of \$.0001 per share. Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph.

#### **ARTICLE V TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE VI REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Melissa Williams, 83 Nilson Way, Orlando, FL 32803.

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## **ARTICLE VII BOARD OF DIRECTORS**

This Corporation shall have one (1) to seven (7) Directors, as determined by the Board.

## **ARTICLE VIII INITIAL DIRECTORS**

The names and addresses of the initial Directors of this Corporation are:

James Williams	83 Nilson Way, Orlando, FL 32803
Scott Williams	83 Nilson Way, Orlando, FL 32803
Jeff Williams	83 Nilson Way, Orlando, FL 32803
Albert Kelly	83 Nilson Way, Orlando, FL 32803

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

## **ARTICLE IX INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Charles B. Pearlman, 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301.

## **ARTICLE X INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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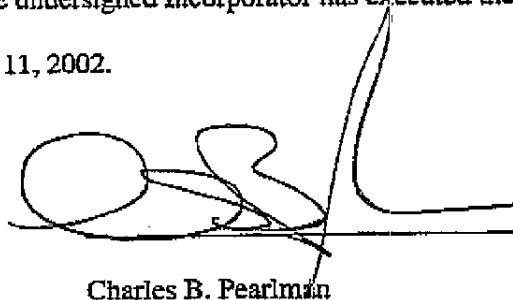
**ARTICLE XI  
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XII  
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on February 11, 2002.

A handwritten signature in black ink, appearing to read 'Charles B. Pearlman', is written over a horizontal line. The signature is stylized with a large loop and a long, sweeping tail that extends to the right.

Charles B. Pearlman

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

DISCOVER AIR AIRLINES, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 83 Nilson Way, Orlando, FL 32803, has named Melissa Williams, 83 Nilson Way, Orlando, FL 32803, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
Melissa Williams

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