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Florida Department of State

Division of Corporations

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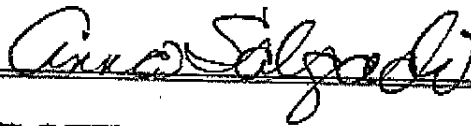
From:

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Account Number : I19990000191

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FLORIDA PROFIT CORPORATION OR P.A.

VERTICAL JET, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
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ARTICLES OF INCORPORATION
OF
VERTICAL JET, INC.

ARTICLE I
NAME

The name of the corporation is Vertical Jet, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Corporation is c/o Broad and Cassel, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131, or in any other city in the State of Florida designated by the Board of Directors from time to time.

ARTICLE III
REGISTERED AGENT

The name of the Corporation's registered agent in the State of Florida is B & C Corporate Services, Inc., 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

ARTICLE IV
INCORPORATOR

The name and address of the Incorporator of the Corporation is: Miriam Alfonso, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

ARTICLE V
PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and the Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

ARTICLE VI
TERM

The Corporation shall have perpetual existence.

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**ARTICLE VII
CAPITALIZATION**

The Corporation is authorized to issue two classes of capital stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of capital stock authorized to be issued is Ninety Million (90,000,000) shares. Eighty Million (80,000,000) shares shall be Common Stock, par value \$0.01 per share, and Ten Million (10,000,000) shares shall be Preferred Stock, par value \$0.01 per share.

Section A. Common Stock.

Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held. The holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors. Upon the liquidation, dissolution or winding up of the Corporation, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of the Common Stock.

Section B. Preferred Stock.

Preferred Stock authorized under the articles of incorporation of the Corporation, as the same may be amended or restated from time to time hereafter, may be issued from time to time in one or more series. The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon any series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or of any of them. The Board of Directors is also authorized to increase or decrease the number of shares of any series, prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 10th day of April, 2002.


Miriam Alfonso, Incorporator

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT
OF
VERTICAL JET, INC.**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, a Florida
corporation

By: 
Anna Salgado, Vice President

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