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May 8, 20002

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*****70.00 *****70.00

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Florida Air Express, Inc

Dear Sirs:

FILED
02 MAY 28 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I enclose herewith an original and one copy of the Articles of Incorporation of the above referenced corporation, together with a resident agent's certificate.

I also enclose my check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee	\$35.00
Certificate of Resident Agent	<u>35.00</u>
Total	\$70.00

Please return a copy of the Articles after filing. Thank you for your cooperation in this matter.

Very truly yours,



Norman D. Zimmerman

LGM/pj

m 5/28



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 16, 2002

ZIMMERMAN, ZIMMERMAN & MICELI, P.A.
737 EAST ATLANTIC BLVD.
POMPAÑO BEACH, FL 32399

SUBJECT: FLORIDA AIR EXPRESS, INC.
Ref. Number: W02000014225

We have received your document for FLORIDA AIR EXPRESS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 602A00031320

ARTICLES OF INCORPORATION

ARTICLE I

CARIBBEAN AIR EXPRESS, INC

The name of the Corporation shall be:

CARIBBEAN AIR EXPRESS, INC..

and the principal office of the Corporation shall be:

2310 N.W.. 55TH COURT,
Fort Lauderdale, FL 33309

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	Common

ARTICLE IV

PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as to that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL REGISTERED AGENT

AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Jeff Bush
INITIAL REGISTERED OFFICE: 2310 N.W. 55th Ct. Ste. 131
Fort Lauderdale, , FL 33309

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have Three (3) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than three (3). The name(s) and address(es) of the Director(s) of this Corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
Jeff Bush	16411 Brookfield Estate Wayt, Delray Beach, FL 33446
Carole Berthiaume	6183 Sweet Maple Lane, Boca Raton, Fla., 33433
Rejean Berthiaume	6183 Sweet Maple Lane Boca Raton, Fla., 33433

ARTICLE VII

INCORPORATOR

The name and address of each incorporator executing these Articles of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Jeff Bush	2310 N.W. 55th Court, Ft. Lauderdale, FL., 33309

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Corporation shall begin on the date that these Articles were signed by the Incorporator, provided that these Articles are accepted for filing by the Secretary of State within 5 days thereafter, as provided for by Fla. Stat. Section 607.0203, or if not filed within said time, then as of the date of filing, whichever is earlier. The Corporation shall exist perpetually.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

ARTICLE XI

AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

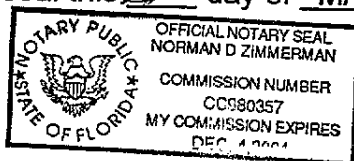
IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 22nd day of May, 2002.

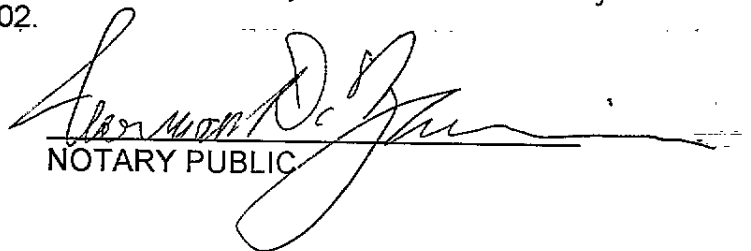
Jeff Bush
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared JEFF BUSH known to me or who did produce FL. D. L. as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 22nd day of MAY, 2002.




NOTARY PUBLIC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Fla. Stat. sec. 48.091, the following is submitted:

CARIBBEAN AIR EXPRESS, INC., desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation in the city of Fort Lauderdale, County of BROWARD, State of Florida, has named CAROLE BERTHIAUME, located at 2310 N.W. 55 COURT, FT. LAUDERDALE, FL 33309, County of BROWARD, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGED:

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office.

BY: 
Carole Berthiaume
Resident Agent

FILED
02 MAY 28 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA