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ACCOUNT NO. : 072100000032

REFERENCE : 617511 4374271

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED
02 JUN 11 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 11, 2002

ORDER TIME : 9:56 AM

ORDER NO. : 617511-005

CUSTOMER NO: 4374271

CUSTOMER: Mark Schneider, Esq
Herzfeld & Rubin
Brickell Bayview Centre
80 Sw 8th Street Suite 1920
Miami, FL 33130

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DEPARTMENT OF STATE
DIVISION OF CORPORATE & INC
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: MELISSA AIR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

200005753642--5

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS: gr 6/11

ARTICLES OF INCORPORATION

OF

MELISSA AIR, INC.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is Melissa Air, Inc. The address of the principal office and the mailing address of this corporation is 2521 Metro Center Boulevard, West Palm Beach, Florida, 33407.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the

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initial registered agent of this corporation at such office is:

<u>Name</u>	<u>Address</u>
Mark A. Schneider.	16468 NW 12 th Street, Pembroke Pines, FL 33028

ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Dr. Solomon Melgen	2521 Metro Center Boulevard West Palm each, FL 33407

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Mark A. Schneider	16468 NW 12 th Street, Pembroke Pines, FL 33028.

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

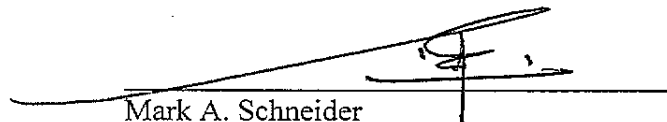
ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

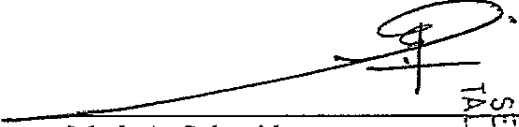
This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

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


Mark A. Schneider
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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 607.0501 of the Florida Statutes.


Mark A. Schneider
Registered Agent

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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this, 10th day of June, 2002, by Mark A. Schneider, as Subscriber of Melissa Air, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a driver's license as identification and did not take an oath.



Notary Public, State of Florida

Printed Notary's Name
My Commission Expires.

