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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Requester's Name
Address
City/State/Zip

Wesley J. Allen
1511 W. FAIRWAY RD
Palm Beach Pines, FLA 33024

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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|------------------------------------|---------------------------------------|--|
| <input type="checkbox"/> Walk in | <input type="checkbox"/> Pick up time | <input type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait | <input type="checkbox"/> Certificate of Status |
| <input type="checkbox"/> Photocopy | | |

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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**ARTICLES OF INCORPORATION
OF
CARIBBEAN HELICOPTER LEASING, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida Corporation under the Florida General Corporation Act, Chapter 607.0401 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is:

CARIBBEAN HELICOPTER LEASING, INC.

ARTICLE II

PRINCIPLE OFFICE AND MAILING ADDRESS

The principle office of the Corporation is 8890 N.W. Terrace, Miami Florida 33172. The mailing address of the Corporation is 8890 N.W. Terrace, Miami Florida 33172.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which Corporations may be incorporated under the law of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value Common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 8890 N.W. Terrace, Miami Florida 33172, and the name of the initial Registered Agent of the Corporation is Solomon Bradman.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (4) director(s) to hold office until the first annual meeting of the shareholders and successors to said director shall have been duly elected and qualifies, or until the earliest resignation, removal from office, or death of said directors. The number of directors may be either increased or decreased from time to time in accordance with the bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Solomon Bradman	8890 N.W. 24th Terrace Miami Florida 33172
Carlos Manuel Martinez	8890 N.W. 24th Terrace Miami Florida 33172
Carlos DeLucas	8890 N.W. 24th Terrace Miami Florida 33172
Gilberto Elias	8890 N.W. 24th Terrace Miami Florida 33172

ARTICLE VII

INCORPORATOR

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


<u>NAME</u>	<u>ADDRESS</u>
Solomon Bradman	8890 N.W. 24th Terrace Miami Florida 33172

ARTICLE VIII

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with the laws is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned had executed these Articles of Incorporation this 10th day of July 2002.

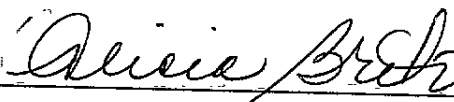


Solomon Bradman

STATE OF FLORIDA)
 : SS,
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Solomon Bradman, who is personally known to me and who did take an oath, who is described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

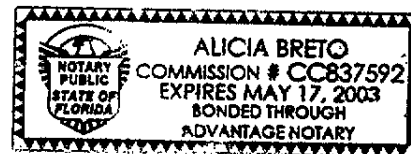
WITNESS my hand and official seal in the country and state last aforesaid, this July 10th, 2002.



Name: Alicia Breto
NOTARY PUBLIC
State of Florida

My Commission Expires:

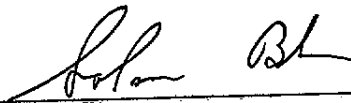
May 17, 2003
Commission # CC837592



ACCEPTANCE OF DESIGNATION AS A REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of **CARIBBEAN
HELICOPTER LEASING, INC.** as made in the foregoing Articles of Incorporation.

DATE: July 10th, 2002



Solomon Bradman

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TALLAHASSEE, FLORIDA