

CSC

ACCOUNT NO. : 072100000032

REFERENCE : 676414 98804A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : July 24, 2002

ORDER TIME : 11:16 AM

ORDER NO. : 676414-005

CUSTOMER NO: 98804A

CUSTOMER: Ms. Ilene Michelson
Stuart R. Michelson, Esq

200 13th Street

Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: ADVANCED FLIGHT CONCEPTS, INC.

EFFECTIVE DATE:

000006623200--0

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

[Handwritten Signature]
7/24

FILED
02 JUL 24 PM 12:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
02 JUL 24 PM 12:06

ARTICLES OF INCORPORATION
OF
ADVANCED FLIGHT CONCEPTS, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation.

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02 JUL 24 PM 12:28
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

ARTICLE I
NAME OF CORPORATION

The Name of this Corporation shall be:

ADVANCED FLIGHT CONCEPTS, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

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.

ARTICLE III
CAPITAL STOCK

A. The total authorized capital stock of this Corporation is 100 Hundred (100) shares of Common Stock, no par value per share.

B. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as 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.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is 831 NW 57 Street, Fort Lauderdale, Florida 33309. The mailing address of this corporation shall be 831 NW 57 Street, Fort Lauderdale, Florida 33309. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
NUMBER OF DIRECTORS

The Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the initial members of the Board of Directors is:

Name: Dr. Mark Ginsburg
Address: 831 NW 57 Street
Fort Lauderdale, Florida 33309

Name: Dr. Ricki Robinson
Address: 831 NW 57 Street
Fort Lauderdale, Florida 33309

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator to these Articles, as well as the person signing these Articles of Incorporation is Dr. Mark Ginsburg, 831 NW 57 Street, Fort Lauderdale, Florida 33309.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 200 SE 13th Street, Fort Lauderdale, Florida 33316, and the name of the initial registered agent of this Corporation at that address is Stuart Michelson. Pursuant to the Florida Statute 607.0501(3) a written acceptance is attached.

ARTICLE X
POWERS

The corporation shall have all the powers enumerated in the Florida Business Corporation Act.

ARTICLE XI
INDEMNIFICATION

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to

in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall insure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XII **AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XIII **BY-LAWS**

The By-Laws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22 day
of July, 2002.

ADVANCED FLIGHT CONCEPTS, INC.

By: Mark J. Ginsburg
Dr. Mark Ginsburg

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF
FLORIDA:

ADVANCED FLIGHT CONCEPTS, INC., a corporation being organized
under the laws of the State of Florida, designates as its registered office **200 Southeast
13th Street, Fort Lauderdale, Florida 33316** and has named **Stuart Michelson**, as its
registered agent to accept service of process within the State of Florida.

BY:


Dr. Mark Ginsburg

ADVANCED FLIGHT CONCEPTS, INC.

CORPORATION

ACKNOWLEDGEMENT

Having been named registered agent and to accept service of process for
ADVANCED FLIGHT CONCEPTS, INC. at the place designated in this Certificate, I
hereby accept the appointment and agree to act in such capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent. In compliance with Section 48.091, Florida Statutes, I agree
to comply with the provisions of said Act with respect to keeping such office open.

BY:


**STUART MICHELSON
REGISTERED AGENT**

02 JUL 24 PM 12:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED