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BASIC AMENDMENT

AIR TAXI DISTRIBUTION SYSTEMS, INC.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

AIR TAXI DISTRIBUTION SYSTEMS, INC.

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be AIR TAXI DISTRIBUTION SYSTEMS, INC. (the "Corporation").

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes which the Corporation shall be authorized to issue is Ten Million (10,000,000) shares of common stock, \$.01 par value per share.

ARTICLE IV. ADDRESS

The principal street address of the Corporation is 10100 West Sample Road, Suite 300, Coral Springs, Florida 33065, and the mailing address of the Corporation is 10100 West Sample Road, Suite 300, Coral Springs, Florida 33065.

The street address of the registered office of the Corporation is in care of Edwards & Angell, LLP, One North Clematis Street, Suite 400, West Palm Beach, Florida 33401, and the name of the registered agent of the Corporation at that address is Angell Corporate Services, Inc.

ARTICLE V. TERM OF EXISTENCE

The Corporation is to exist perpetually.

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ARTICLE VI. DIRECTORS

This corporation shall have three (3) directors. The names and street addresses of the members of the Board of Directors are:

Mark Sidebottom
1337 St. Tropez Circle #208
Weston, Florida 33326

Dave Kielkucki
6246 N.W. 82nd Drive
Parkland, Florida 33306

Joseph Songer
10100 West Sample Road, Suite 300
Coral Springs, Florida 33065

ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

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F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Florida Business Corporation Act prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE X. CERTIFICATION

These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors without shareholder approval, as no shares have been issued in this corporation and, therefore, shareholder vote is not required. The Board approved the restated articles on November 30, 2003.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 30th day of November, 2003.

AIR TAXI DISTRIBUTION SYSTEMS, INC.


MARK SIDBOTTOM, CEO

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

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

AIR TAXI DISTRIBUTION SYSTEMS, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of West Palm Beach, State of Florida, has named Angell Corporate Services, Inc., located in care of Edwards & Angell, LLP, One North Clematis Street, Suite 400, West Palm Beach, Florida 33401, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 15th day of January, 2004.

Angell Corporate Services, Inc

By: 

Pamela S. Robertson
Its: Vice President

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