

**Electronic Articles of Incorporation
For**

P02000103981
FILED
September 26, 2002
Sec. Of State

THE STARMEDIA FLYING CLUB INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

THE STARMEDIA FLYING CLUB INC.

Article II

The principal place of business address:

12561 WATERHAVEN CIR.
ORLANDO, FL. 32828

The mailing address of the corporation is:

12561 WATERHAVEN CIR.
ORLANDO, FL. 32828

Article III

The purpose for which this corporation is organized is:

THE INITIAL BUSINESS TO TRANSACT FOR THIS CORPORATION IS TO
PROVIDE FLIGHT INSTRUCTION, FLYING CLUB AND LEASEBACK
OPERATION SERVICES.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

ROGER A TORRES
12561 WATERHAVEN CIRCLE
ORLANDO, FL. 32828

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: ROGER A. TORRES

Article VI

The name and address of the incorporator is:

RUBEN D. TORO
7345 SAND LAKE RD. STE. 204
ORLANDO FL 32819

Incorporator Signature: RUBEN D. TORO

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D,P
ROGER A TORRES
12561 WATERHAVEN CIR.
ORLANDO, FL. 32828

Title: D,VP
JUAN D SALAZAR
8044 VILLA DR.
ORLANDO, FL. 32836

Title: D, T
JAMES W KRELL
11008 FELTON CT.
ORLANDO, FL. 32825

Title: D, S
BARRY POTEAT
12561 WATERHAVEN CIR.
ORLANDO, FL. 32828