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AA ADVANCE AIR, INC.

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10/16/08

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AA ADVANCE AIR, INC.**

AA ADVANCE AIR, INC., (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that:

1. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on November 1, 2002 and assigned Document Number P02000117714.

2. These Amended and Restated Articles of Incorporation were approved by joint unanimous written consent of the Shareholders and Directors on the 10th day of October, 2008.

3. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
AA ADVANCE AIR, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME: The name of this corporation shall be **AA ADVANCE AIR, INC.**

ARTICLE II

ADDRESS: The mailing address and street address of the principal office of the corporation shall be 1920 N.W. 32nd Street, Pompano Beach, Florida 33064.

ARTICLE III

NATURE OF BUSINESS: The corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV

CAPITAL STOCK: This corporation shall be authorized to issue 1,500,000 shares of \$0.00 par value common stock.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI

REGISTERED OFFICE AND AGENT: The name and street address of the registered agent of this corporation shall be: Robert H. Burrow, 1920 N.W. 32nd Street, Pompano Beach, Florida 33064.

ARTICLE VII

NUMBER OF DIRECTORS: The corporation shall have three (3) directors and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).

ARTICLE VIII

DIRECTORS: The names and addresses of the directors who currently hold office at the time of filing of these Amended and Restated Articles of Incorporation are:

NAME
Robert H. Burrow

ADDRESS
1920 N. W. 32nd Street
Pompano Beach, Florida 33064

NAME

Carol S. Burrow

ADDRESS

**1920 N. W. 32nd Street
Pompano Beach, Florida 33064**

Doug Cady

**1920 N. W. 32nd Street
Pompano Beach, Florida 33064**

ARTICLE IX

VOTING: The affirmative vote of not less than a majority of the entire Board of Directors shall be necessary to adopt any Board resolution or take any other Board action and the affirmative vote of not less than a majority of the issued and outstanding Shares of common stock shall be necessary to adopt any shareholder resolution or to take any other shareholder action.

ARTICLE X

EFFECTIVE DATE: These Amended and Restated Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XI

AMENDMENT: These Amended and Restated Articles of Incorporation may be further amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE XII

The undersigned officer has executed these Amended and Restated Articles of Incorporation this 10th day of October, 2008.


ROBERT H. BURROW, President

ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for **AA ADVANCE AIR, INC.** at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: October 10, 2008.


ROBERT H. BURROW