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GREENBERG TRAURIG & 48702411200018505176386

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JETSCAPE AVIATION GROUP, INC.

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8/14/2008

Amended & Restated

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**ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
JETSCAPE AVIATION GROUP, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

JETSCAPE AVIATION GROUP, INC., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act"), for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is JETSCAPE AVIATION GROUP, INC.
2. The Corporation's Articles of Incorporation are hereby amended and restated as set forth on Exhibit A attached hereto (the "Restated Articles").
3. The Restated Articles contain amendments to the articles requiring shareholder approval. The Restated Articles were adopted and approved on August 14, 2008 by a unanimous written consent of the Corporation's sole director and by a written consent of the holder all of the outstanding shares of common stock of the Corporation (the "Common Stock"). The number of votes cast pursuant to such consent was sufficient for approval of the Restated Articles. The Restated Articles shall be effective upon filing with the Department of State of the State of Florida.
4. The Restated Articles do not adversely affect the rights or preferences of the holders of outstanding Common Stock and do not result in the percentage of authorized but unissued Common Stock at the effective time of the Restated Articles exceeding the percentage of authorized but unissued Common Stock.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of August 14, 2008.

JETSCAPE AVIATION GROUP, INC.

By: _____

John Evans, President

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
JETSCAPE AVIATION GROUP, INC.**

ARTICLE I

Name

The name of the Corporation is Jetscape Aviation Group, Inc. and the address of its principal office and mailing address is 10 South New River Drive East, Suite 200, Ft. Lauderdale, Florida 33301.

ARTICLE II

Purposes

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, including any amendments thereto.

ARTICLE III

Registered Agent and Office

The name and address of the registered agent of the Corporation is John Evans, 10 South New River Drive East, Suite 200, Ft. Lauderdale, Florida 33301.

ARTICLE IV

Capital Stock

The Corporation shall have authority to issue a total of 11,000,000 shares, consisting of:

- (i) 10,000,000 shares of common stock, \$.01 par value per share (the "Common Stock"); and
- (ii) 1,000,000 shares of preferred stock, \$.01 par value per share (the "Preferred Stock").

Common Stock

A. **General.** The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of any Preferred Stock designated by resolution of the Board of Directors as authorized herein.

B. **Voting Rights.** Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation on all matters submitted to shareholders for a vote (including any action by written consent); provided, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to these Articles of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to

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vote thereon pursuant to these Articles of Incorporation or pursuant to the Act. There shall be no cumulative voting.

C. Dividends. Subject to provisions of law and the preferences of the holders of any issued and outstanding Preferred Stock, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

D. Liquidation. Subject to provisions of law, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation and all preferential amounts to which the holders of any issued and outstanding Preferred Stock are entitled with respect to the distribution of assets in liquidation, the holders of Common Stock shall be entitled to share ratably in the remaining assets of the Corporation available for distribution.

Preferred Stock

A. Issuance of Preferred Stock in Classes or Series. The Preferred Stock may be issued in one or more classes or series at such time or times and for such consideration as the Board of Directors of the Corporation may determine. Each class or series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series. Except as to the relative designations, preferences, powers, qualifications, rights and privileges referred to in this Article IV, in respect of any or all of which there may be variations between different classes or series of Preferred Stock, all shares of Preferred Stock shall be identical. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless otherwise specifically set forth herein.

B. Authority to Establish Variations Between Classes or Series of Preferred Stock. The Board of Directors of the Corporation is expressly authorized, subject to the limitations prescribed by law and the provisions of these Articles of Incorporation, to provide, by adopting a resolution or resolutions, for the issuance of the undesignated Preferred Stock in one or more classes or series, each with such designations, preferences, voting powers, qualifications, special or relative rights and privileges as shall be stated in Articles of Amendment to the Articles of Incorporation, which shall be filed in accordance with the Florida Business Corporation Act, and the resolutions of the Board of Directors creating such class or series. The authority of the Board of Directors with respect to each such class or series shall include, without limitation of the foregoing, the right to determine and fix: (i) the distinctive designation of such class or series and the number of shares to constitute such class or series; (ii) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms; (iii) the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption; (iv) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be entitled to receive upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation; (v) the terms and conditions, if any,

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upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any; (vi) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation; (vii) voting rights, if any, including special voting rights with respect to the election of directors and matters adversely affecting any class or series of Preferred Stock; (viii) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and (ix) such other preferences, powers, qualifications, special or relative rights and privileges thereof as the Board of Directors of the Corporation, acting in accordance with these Articles of Incorporation, may deem advisable and are not inconsistent with law and the provisions of these Articles of Incorporation.

ARTICLE V

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

ARTICLE VI

Bylaw Amendment

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and the shareholders are both expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE VII

Indemnification

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director or officer derived an improper personal benefit. If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as amended.

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The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers and former directors or officers to the fullest extent not prohibited by law in existence either now or hereafter.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director officer of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII

Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

Stock Split

All shares of Common Stock of the Corporation issued and outstanding, or held as treasury shares, immediately prior to the time these Amended and Restated Articles of Incorporation become effective shall be and are hereby automatically reclassified and changed (without further act) into fully paid and nonassessable shares of Common Stock, the number of which shall equal the number of shares obtained by multiplying (1) the total number of shares of Common Stock issued and outstanding, or held as treasury shares, immediately prior to the time these Amended and Restated Articles of Incorporation become effective by (2) 1,723.75. The foregoing reclassification and change shall become effective without increasing or decreasing the amount of stated capital or paid-in-surplus of the Corporation, and shall constitute a 1,723.75-for-1 forward stock split (the "Stock Split"). No fractional shares shall be issued pursuant to the Stock Split, and no payment shall be made for any fractional shares.

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