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Florida Department of State
Division of Corporations
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To: Division of Corporations
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FILED
03 MAR -7 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

ZIMMERMAN HOLDINGS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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ARTICLES OF INCORPORATION

OF

ZIMMERMANN HOLDINGS, INC.

Article I

Name

The name of the corporation is ZIMMERMANN HOLDINGS, INC.

Article II

Duration

This corporation shall have perpetual existence.

Article III

Purpose

The corporation is formed for the following purposes:

- (a) To engage in the specific business of aircraft chartering.
- (b) To carry on any other lawful activity permitted by The Florida General Corporation Act.

Article IV

Capital Stock

This corporation is authorized to issue 100 shares, consisting of one class only, designated as "Common Stock", no par value. Each issued and outstanding share shall be entitled to one vote.

PETER W. METTLER, ESQ.
140 ROYAL PALM WAY
SUITE 202
PALM BEACH, FL 33480
561/832-7600
FLA. BAR NO. 163862

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Article V

Initial Registered Office and Agent

The street address and the initial principal office of this corporation is 140 Royal Palm Way, Suite 202, Palm Beach, FL 33480. The initial registered agent shall be Peter W. Mettler, 140 Royal Palm Way, Suite 202, Palm Beach, FL 33480.

Article VI

Initial Board of Directors and Officers

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial officer and director of this corporation are:

Initial Officers and Directors

| | |
|--------------------------|--------------------------------|
| GEORGE P. ZIMMERMANN | President/Secretary/Treasurer/ |
| 140 Royal Palm Way, #202 | Director |
| Palm Beach, FL 33480 | |

Article VII

Incorporator

The name and address of the person signing these Articles is:

GEORGE P. ZIMMERMANN
140 Royal Palm Way, Suite 202
Palm Beach, FL 33480

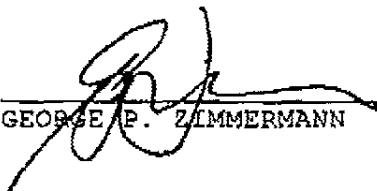
Article VIII

Powers

This corporation shall have all of the corporate powers

enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation this 16 day of ~~February~~^{March}, 2003.



GEORGE P. ZIMMERMANN

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared GEORGE P. ZIMMERMANN, known to me and known by me to be the person described in and who subscribed to the above Articles of Incorporation and he acknowledged before me that he executed the same Articles of Incorporation.

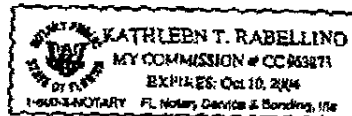
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county set forth above, this 10 day of ~~February~~, 2003.

MARCH

(SEAL)

Kathleen T. Rabellino
NOTARY PUBLIC

MY COMMISSION EXPIRES:



TOTAL P.05

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 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/registered agent, in the state of Florida.

1. The name of the corporation is: ZIMMERMANN HOLDINGS, INC.
2. The name and address of the registered agent and office is:

Peter W. Mettler, Esq.
140 Royal Palm Way, Suite 202
Palm Beach, FL 33480

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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.

SIGNATURE

DATE

P. W. Mettler
3/6/03

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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