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LAW OFFICES OF
HENDRY, STONER, DELANCETT & BROWN

PROFESSIONAL ASSOCIATION

200 E. ROBINSON STREET, SUITE 500

ORLANDO, FLORIDA 32801

TELEPHONE (407) 843-5880

FAX (407) 425-7905

E-MAIL: HSDB@HSDB-LAW.COM

WWW.HSDB-LAW.COM

ROBERT R. HENDRY
BOARD CERTIFIED IN INTERNATIONAL LAW

RICHARD D. STONER
BOARD CERTIFIED IN REAL ESTATE

JOHN G. DELANCETT
COMMERCIAL AND TAX LITIGATION
CERTIFIED MEDIATOR

G. STEVEN BROWN
BOARD CERTIFIED IN TAXATION

LISA KRUEGER KHAN
IMMIGRATION AND NATURALIZATION

OF COUNSEL

DEBORAH J. TOWNSEND
BOARD CERTIFIED IN IMMIGRATION

STEPHEN C. SAWICKI
CERTIFIED MEDIATOR

LAURA A. QUIGLEY
BOARD CERTIFIED IN TAXATION

CARL-CHRISTIAN THIER, LL.M.
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ADMITTED IN BRAZIL ONLY

May 28, 2003

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Elite Helicopters, Inc.

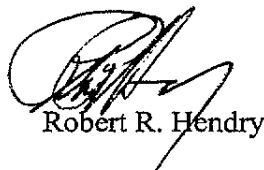
To Whom it May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced company. Please have the original Articles filed on the same day you receive them, if possible. I have enclosed our firm's check in the amount of \$78.75.

Please forward the certified copy of the Articles to us by regular mail.

Please do not hesitate to contact me if you have any questions and thank you for your assistance in this regard.

Sincerely,



Robert R. Hendry

RRH/cb
Enclosures

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ARTICLES OF INCORPORATION

OF

ELITE HELICOPTERS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: Elite Helicopters, Inc. The principal office of the Corporation is 5069 West Irlo Bronson Memorial Highway, Kissimmee, Florida 34746. The mailing address of the Corporation is 5069 West Irlo Bronson Memorial Highway, Kissimmee, Florida 34746.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares at a par value of One Dollar (\$1.00) per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is Hendry, Stoner, DeLancett & Brown, P.A.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

Tom Macklin
6005 Mountain Lake Dr.
Lakeland, FL 33813

Dale Stutesman
3443 C.R. 547 N.
Davenport, FL 33837

Burnell Stutesman
3447 C.R. 547 N.
Davenport, FL 33837

Article 7. Incorporators. The name and address of each Incorporator is as follows: Robert R. Hendry, 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 8. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 9. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 28th day of May, 2003.

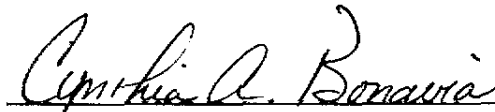


Robert R. Hendry

STATE OF FLORIDA)
COUNTY OF ORANGE)

Before me personally appeared ROBERT R. HENDRY, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of May, 2003.



Notary Public, State of Florida at Large

Typed Name of Notary Public
Commission No.:



Cynthia A Bonavia
My Commission DD118772
Expires April 22, 2006

(NOTARY SEAL)

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of ELITE HELICOPTERS, INC. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 28th day of May, 2003.

HENDRY, STONER, DELANCETT & BROWN, P.A.

By: 

Robert R. Hendry

As Its: President

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