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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6630-03



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 150139 7175508

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Fights

ORDER DATE : June 27, 2003

ORDER TIME : 2:13 PM

ORDER NO. : 150139-005

CUSTOMER NO: 7175508

CUSTOMER: Jeanette Ferguson
Levenfeld Pearlstein

Suite 1300
2 North LaSalle St.
Chicago, IL 60602

DOMESTIC FILING

NAME: SOUTH FLORIDA AIRLINES
(HOLDINGS), INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION
OF

2003 JUN 27 PM 3:54

SOUTH FLORIDA AIRLINES (HOLDINGS), INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: The name of this Corporation is SOUTH FLORIDA AIRLINES (HOLDINGS), INC. (The "Corporation").

ARTICLE 2: The street address and the mailing address of the initial principal office of the Corporation is: 1004 S. U.S. 1, Fort Pierce, Florida 34950.

ARTICLE 3: The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE 4: The aggregate number of shares that the Corporation is authorized to issue is One Hundred Million (100,000,000) shares of Common Stock, par value \$0.01 per share, and Ten Million (10,000,000) shares of Cumulative, Convertible, Preferred Stock, par value \$0.01 per share.

(a) The shares of Common Stock shall have two classes:

(1) Twenty Million (20,000,000) Class A shares of Common Stock having One Hundred (100) votes per share; and

(2) Eighty Million (80,000,000) Class B shares of Common Stock having One (1) vote per share.

(b) The terms, rights and privileges of the Preferred Stock are as follows:

(1) **Cumulative Dividends.** Dividends on each share of Preferred Stock are cumulative. The accrual of dividends begins six (6) months from the date of original issuance and are payable annually from Cash Flow Eligible for Dividends in a manner consistent with the following definitions and calculations:

(i) "Dividend" for each share of Preferred Stock is nine (9%) percent per year of its original issuance purchase price from the Corporation with the accrual of interest beginning six (6) months from the date of issuance.

(ii) "Cash Flow Eligible for Dividend" is defined as the Corporation's net income after taxes, plus all non-cash charges and increases in net working capital (other than cash) and non-current assets, and less repayments of principal owing under any outstanding indebtedness, for the fiscal year immediately preceding the applicable dividend payment date, and as allowable by applicable law.

(2) **Conversion Right.** Each share of Preferred Stock is convertible at the option of its holder at any time after five (5) years from the date of its original issuance into two (2) Class B shares of Common Stock of the Corporation.

(3) **Adjustments.** The conversion of one share of Preferred Stock for two (2) Class B shares of Common Stock is subject to adjustment on a weighted average formula basis to account for any of the following:

(i) Any subdivision, combination and classification of Common Stock;

(ii) Any payment, issuance or distribution by the Corporation to the holders of Common Stock of:

- (A) A stock dividend;
- (B) Assets (other than cash dividends payable out of earnings or surplus in the ordinary course of business);
- (C) Common Stock warrants or rights to purchase Common Stock or securities convertible into Common Stock for consideration per share that is less than the applicable conversion rate of the Preferred Stock.

(4) **Liquidation Preferences.** In the event of winding up and liquidation of the Corporation, the holders of Preferred Stock are entitled to receive prior and in preference to holders of Common Stock, an amount equal to not more than the original purchase price per share of Preferred Stock plus all accrued and unpaid Dividends per share ("Liquidation Amount"). A consolidation or merger of the Corporation (in the event the Corporation is not the surviving entity) and sale of substantially all of the assets of the Corporation is treated as an event of winding up or liquidation, and holders of Preferred Stock are entitled, in any such circumstances, to receive the greater of the Liquidation Amount or the amount holders of Preferred Stock would have received had they converted Preferred Stock to Common Stock immediately prior to such winding up or liquidation without first giving effect to the liquidation preferences in this paragraph (4) of this Article 4 and the Dividends on Preferred Stock provided paragraph (b)(1) of this Article 4.

(5) **Board Representation.** Holders of Preferred Stock voting as a class are entitled to designate one person to serve on the Board of Directors of the Corporation.

(6) **Voting Rights.** Holders of Preferred Stock are entitled to vote on all matters submitted to vote at a meeting of the shareholders on the basis of one vote for each one share of Preferred Stock held.

(7) **Corporate Restrictions.** So long as any of the Preferred Stock is outstanding, the Corporation will only:

- (i) Pay cash dividends on Common Stock if:
 - (A) All cumulative and current Dividends to the holders of Preferred Stock have been paid in full; and
 - (B) The Cash Flow Eligible for Dividends equals or exceeds the aggregate payment of Dividends on the Preferred Stock and the proposed cash dividends on the Common Stock.
- (ii) Take the following actions if it first obtains consent from the holders of a majority of the shares of Preferred Stock:
 - (A) Enter into any agreement that would restrict the Company's right to perform under the Preferred Stock provisions of these Articles of Incorporation.
 - (B) Amend the Articles of Incorporation or Bylaws of the Corporation in any manner that impairs or reduces the rights of the Preferred Stock,
 - (C) Effect a merger or consolidation or sell substantially all of the assets of the Corporation; or
 - (D) Liquidate or dissolve the Corporation.

- (8) **Right of First Offer.** The Corporation has the right of first offer to buy the Preferred Stock of a holder. In the event the holder has an offer to buy its shares, the holder shall give written notice thereof to the Corporation setting forth the terms and conditions and the amount to be paid to the Preferred Stock holder. In the event the Corporation wishes to exercise its right of first offer, it shall give the holder written notice of its election to do so not later than sixty (60) days after receipt of the holder's notice. If, on the other hand, the Corporation fails to give written notice of its intention to exercise such right of first offer to the holder within sixty (60) days of its receipt of holder's notice, then the holder is free to sell such Preferred Stock to the offerer at the price and for the terms and conditions contained in the holder's notice to the Corporation. Any transfer of Preferred Stock must be done in a manner that does not contravene any securities laws of the United States or the State of Florida.
- (9) **Redemption for Cash.** The shares of Preferred Stock of a holder are redeemable, in whole but not in part, by the Corporation at any time after the fifth anniversary of their original issuance at a price per share, payable in cash, equal to the Liquidation Amount. The Corporation shall exercise this right by giving written notice to the holder of the Preferred Stock setting forth the date, which shall be not less than 30 days after the date of the written notice, upon which the cash redemption shall occur. Unless the holder shall exercise the conversion right set forth in paragraph (b)(2) of this Article 4 prior to the redemption date, the Preferred Stock shall thereafter be redeemed by the Corporation for cash.
- (10) **Redemption by Conversion.** The shares of Preferred Stock of a holder are redeemable, in whole but not in part, by the Corporation at any time after the tenth anniversary of their original issuance at a price per share, payable in shares of Common Stock, equal to the number of shares of Common Stock into which the Preferred Stock could then be converted, adjusted to take into account any accrued unpaid dividends of the Preferred Stock ("Redeemed Stock"). The adjustment to the amount of Common Stock paid is determined by multiplying the number of shares of Common Stock into which a share of Preferred Stock could then be converted by a fraction the numerator of which equals the Liquidation Amount plus the accrued unpaid dividends and denominator of which equals the Liquidation Amount. In the alternative, at the sole discretion of the Corporation, the accrued unpaid dividends may be paid in cash in lieu of the additional shares of Common Stock as provided in this paragraph.

ARTICLE 5: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

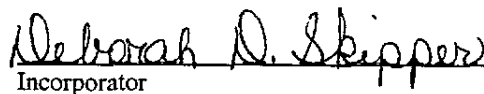
ARTICLE 6: The Corporation shall have perpetual existence.

ARTICLE 7: The name and the street address of the incorporator and of the initial registered agent for the Corporation is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

Dated: June 27, 2003


Incorporator

Deborah D. Skipper
Asst. V. Pres.

Certificate of Designation
of
Registered Agent / Registered Office

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

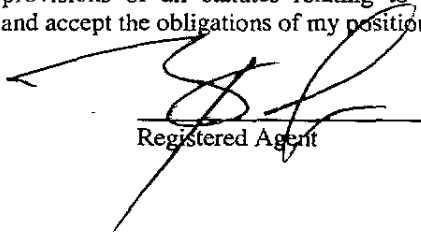
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT / REGISTERED OFFICE IN THE STATE OF FLORIDA

1. The name of the Corporation is South Florida Airlines (Holdings), , Inc.
2. The name and address of the Registered Agent and Office is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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 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 of Registered Agent.

Dated: June 27, 2003.



Registered Agent

Brian Courtney
Asst. V. Pres.