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Division of Corporations

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BASIC AMENDMENT

FOCUS AIR D'AYITI, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FOCUS AIR D'AYITI, INC.**

The undersigned, being the President of Focus Air D' Ayiti, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The name of the Corporation is Focus Air D' Ayiti, Inc.
2. The Articles of Incorporation of the Corporation be and they hereby are amended in their entirety, as follows:

**ARTICLES OF INCORPORATION
OF
FOCUS AIR EXPRESS, INC.**

The undersigned, for the purpose of forming a corporation for profit under the provisions of Chapter 607 of the Florida Business Corporation Act, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

Article I - Name

The name of this corporation (the "Company") is:

Focus Air Express, Inc.

Article II - Principal Address

The principal address of the Company is:

936 NE 62nd Street
Ft. Lauderdale, Florida 33334

Article III - Duration

The Company shall exist perpetually, unless sooner dissolved according to law.

Article IV - Purpose

The Company is organized for the purpose of transacting any and all lawful business.

Article V - Capital Stock

(a) **Common Stock.** This Corporation is authorized to issue 25,000,000 shares of common stock, having a par value of \$.001 per share.

(b) **Preferred Stock.** This Corporation is authorized to issue 5,000,000 shares of preferred stock, having a par value of \$.01 per share (the "Preferred Stock").

The Preferred Stock may be issued from time to time in one or more series and/or classes, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such Preferred Stock, adopted by the Board of Directors (the "Board"), pursuant to the authority granted to the Board in this amendment, and by the filing of a certificate pursuant to the applicable law of the State of Florida. Except as expressly limited by Chapter 607, Florida Statutes, as amended from time to time, or its successor legislation, as amended from time to time, the authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

- (i) Whether that series or class shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;
- (ii) The number of shares constituting that series or class and the distinctive designation of that series;
- (iii) The dividend rate on the shares of that series or class, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, are paid on dividends on shares of that series or class;

(iv) Whether that series or class shall have conversion privileges, and if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board shall determine;

(v) Whether or not the shares of that series or class shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) Whether that series or class shall have a sinking fund for the redemption or purchase of shares of that series or class, and if so, the terms and amount of such sinking fund;

(vii) The rights of the shares of that series or class in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series or class; and

(viii) Any other relative rights, preferences and limitations of that series or class.

Article VI - Registered Office and Agent

The street address of the registered office of the Company is 936 NE 62nd Street, Fort Lauderdale, Florida 33334, and the name of the registered agent at this address is Max Francois.

Article VII - Board of Directors

The Company shall have a Board consisting of between three and nine directors. The exact number shall be established from time to time by the resolution of the Board and may be either increased or diminished from time to time as provided in the bylaws of the Company.

Article VIII - Bylaws

The power to adopt, alter, amend or repeal the bylaws of the Company shall be vested in both the Board and the shareholders.

Article IX - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Company shall indemnify its officers and directors and former officers and directors (the "Indemnitee(s)") against expenses (including attorney's fees), judgments, fines and amounts paid in settlement arising out of his

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or her services as an officer or director of the Company. Notwithstanding the indemnification provided for by this Article XI, the Company's bylaws, or any written agreement, such indemnity shall not include any expenses, liabilities or losses incurred by such Indemnitee(s) relating to or arising from any proceeding in which the Company asserts a direct claim (as opposed to a shareholders' derivative action) against the Indemnitee(s), whether such claim by the Company is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise.

Article X - Affiliated Transactions

The Company expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

Article XI - Control Share Acquisition

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

Article XII - Amendment

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

3. The foregoing Amended and Restated Articles of Incorporation were adopted by the Shareholders and Directors of the Corporation by unanimous written consent dated October 31, 2003.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this Amended and Restated Articles of Amendment this 31st day of October, 2003.


Max Francois,
President

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