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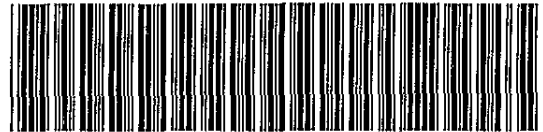
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LAW OFFICES OF
STUART A. GOLDSTEIN
9350 SOUTH DIXIE HIGHWAY
TENTH FLOOR
MIAMI, FLORIDA 33156

STUART A. GOLDSTEIN*
BLANCA R. SORDO

*BOARD CERTIFIED IN AVIATION LAW
ALSO ADMITTED IN DISTRICT OF
COLUMBIA & MARYLAND

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July 22, 2003

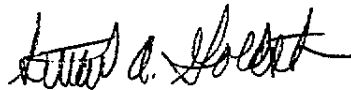
Via Federal Express
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Jaybec Corporation

To whom it may concern:

Enclosed please find the original Articles of Incorporation for Jaybec Corporation, together with a copy to be certified and returned in the enclosed envelope. Also enclosed is a check made payable to the Florida Department of State in the amount of \$78.75 as payment of the filing fee, designation of registered agent fee, and certified copy fee. Please return the certified copy of the Articles of Incorporation in the enclosed envelope.

Very truly yours,



Stuart A. Goldstein

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encls

ARTICLES OF INCORPORATION

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OF

Jaybec Corporation

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be Jaybec Corporation.

ARTICLE II - NATURE OF BUSINESS

(a) To purchase, maintain, operate and sell aircraft and to carry on any other legitimate business which the Board of Directors deems appropriate.

(b) To make and enter into all contracts necessary and proper for the conduct of the business of the Corporation; to purchase the corporate assets of any other corporation and engage in the same character of business; and to take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to the corporation.

(c) To contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as the Corporation, or its Board of Directors, may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient;

(d) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of this state or any other state or government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;

(e) To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey

or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in the Articles of Incorporation or necessary or incidental to the benefit and protection of the Corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation whether or not such business is similar in nature to the objects enumerated in the Articles of Incorporation; and

(g) In general, to carry on any other business in connection with the foregoing and otherwise, and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the laws of the State of Florida, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

ARTICLE III - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IV - ADDRESS OF THE CORPORATION

The initial address of the principal office of this Corporation shall be 7500 S. W. 137th Street, Miami, Florida 33158. The Board of Directors may, from time to time, designate such other address and place for the principal office of this Corporation, as it may see fit.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to have outstanding at any time is one hundred (100) shares of common stock, each share having a par value of One Dollar (\$1.00).

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The initial Registered Agent of this Corporation shall be STUART A. GOLDSTEIN, and the Registered Office shall be located at 9350 South Dixie Highway, 10th Floor, Miami, Florida 33156. The Board of Directors may, from time to time, designate such other agent or address for the Registered Office of this Corporation as it may see fit.

ARTICLE VII - BOARD OF DIRECTORS

The number of members of the Board of Directors may be increased from time to time in the manner set forth in the By-Laws of this Corporation, but the number of directors shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and street addresses of the first Board of Directors of this Corporation, who shall hold office until their successors are appointed and have qualified, are as follows:

Michael R. Fulford
7500 S. W. 137th Street
Miami, Florida 33158

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Stuart A. Goldstein
9350 South Dixie Highway
10th Floor
Miami, Florida 33156

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - CONFLICT OF INTEREST

No contract between this Corporation and other corporations, or other individual, shall be invalidated solely by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this Corporation may be the other individual or individuals contracting with this Corporation.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 22 day of July, 2003.

Stuart A. Goldstein

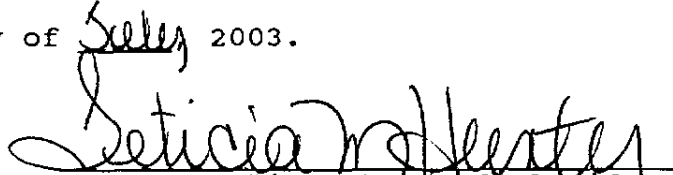
Incorporator

STATE OF FLORIDA

COUNTY OF MIAMI-DADE ss.:

BEFORE ME, the undersigned authority, personally appeared
STUART A. GOLDSTEIN, to me well known to be the individual
described in and who executed the foregoing Articles of
Incorporation, and he acknowledged before me that he executed the
same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State
named above, this 22nd day of July 2003.


Notary Public, State of Florida

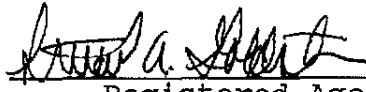
My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and I am familiar with, and accept the obligations of Section 607.325 of the Florida General Corporation Act.

Dated this 12 day of July, 2003.



Registered Agent

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