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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 250553 4301771

AUTHORIZATION :

Patricia Knight

COST LIMIT : \$ 70.00

ORDER DATE : September 22, 2003

ORDER TIME : 11:26 AM

ORDER NO. : 250553-005

CUSTOMER NO: 4301771

CUSTOMER: Mr. Christopher Scarola
Paul Weiss Rifkind Wharton &
Garrison Llp
24th Floor
1285 Avenue Of The Americas
New York, NY 10019-6064

DOMESTIC FILING

NAME: HORIZON AVIATION AND SEA
SERVICES INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
HORIZON AVIATION AND SEA SERVICES INCORPORATED

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Horizon Aviation and Sea Services Incorporated.

SECOND: The street address, wherever located, of the principal office of the corporation is 200 South Biscayne Boulevard, Suite 1950, Miami, FL 33131.

The mailing address, wherever located, of the corporation is c/o AFO, LLC, 200 South Biscayne Boulevard, Suite 1950, Miami, FL 33131.

THIRD: The number of shares that the corporation is authorized to issue is one hundred (100), all of which are of a par value of \$0.01 each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

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.

FIFTH: The name and the address of the incorporator are:

NAME

Richard B. Skor

ADDRESS

c/o AFO, LLC
200 South Biscayne Boulevard
Suite 1950
Miami, FL 33131

SIXTH: The purposes for which the corporation is organized are as follows:

To provide management services to individuals, corporations and other entities which own, operate and maintain airplanes or ships.

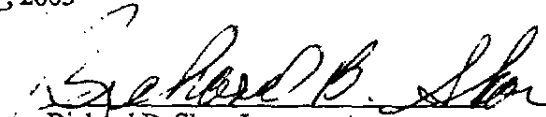
To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: 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.

Signed on September 21, 2003


Richard B. Skor, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: Jeanine Reynolds **Jeanine Reynolds**
Name: as its agent
Title:

Date: September 23 2003