

PO 4000014329

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

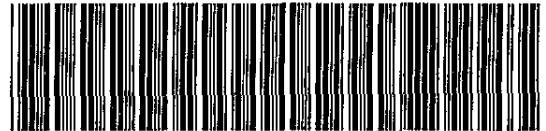
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 JAN 13 PM 2:16

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: WHEELS UP, INC.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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FROM: GREGORY F. GODLEWSKI
Name (printed or typed)
WHEELS UP, INC
13038 WATER POINT BOULEVARD
Address
WINDERMERE, FL 34786
City, State & Zip
407 909 9252
Daytime Telephone number

CERTIFICATE OF DOMESTICATION

The undersigned, Gregory F. Godlewski CFO
(Name) (Title)

of Wheels Up, INC a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

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SECRETARY OF
TALLAHASSEE, FLORIDA
04 JAN 13 PM 2:16

1. The date on which corporation was first formed was Dec. 1 1996.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was 20749 Eastlake Court, Sterling, VA 20165.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Wheels Up, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Wheels Up, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Virginia.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Gregory F. Godlewski, of Wheels Up, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 12 day of January, 2004.

Gregory F. Godlewski
(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION
IN COMPLIANCE WITH CHAPTER 607, F.S.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

Wheels Up, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS/ MAILING ADDRESS IS:

13038 Water Point Boulevard
Windermere, FL 34786-5814

ARTICLE III PURPOSE

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED:

For Profit corporation

ARTICLE IV SHARES

THE NUMBER OF SHARES OF STOCK IS:

100 shares

ARTICLE V INITIAL DIRECTORS AND/ OR OFFICERS

THE NAME(S) AND ADDRESS(ES) AND SPECIFIC TITLES:

Irena Godlewski, ~~13038~~ PRESIDENT, 13038 Water Point Blvd., Windermere,
Gregory F. Godlewski, CFO, 13038 Water Point Blvd, Windermere, FL

DO NOT DISCLOSE

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND FLORIDA STREET ADDRESS OF THE REGISTERED AGENT IS:

Gregory F. Godlewski, CFO
Wheels Up, Inc
13038 Water Point Blvd., Windermere, FL 34786

ARTICLE VII INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR IS:

Gregory F. Godlewski
13038 Water Point Boulevard
Windermere, FL 34786

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 AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

Gregory F. Godlewski GREGORY F. GODLEWSKI, 1/12/04
Signature/Registered Agent Date
Gregory F. Godlewski GREGORY F. GODLEWSKI, 1/12/04
Signature/Incorporator Date