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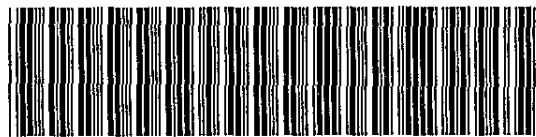
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JUSTIN EDWARD BEALS
ATTORNEY AT LAW

BRICKELL BAYVIEW CENTRE
SUITE 2510
80 SOUTHWEST 8TH STREET
MIAMI, FLORIDA 33130

TEL: (305) 379-0854
FAX: (305) 379-0814
E-MAIL: JEBEals001@aol.com

October 5, 2004

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: ARTICLES OF INCORPORATION

Gentlemen:

Enclosed please find Articles of Incorporation for FLY SOUTH, INC. and our office check in the amount of \$70.00 to cover the filing fee and fee for registered agent designation. Also enclosed is a self-addressed stamped envelope for the return of a conformed copy of the Articles after recording.

Very truly yours,


Justin Edward Beals

JEB/sel
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
Of
FLY SOUTH, INC.**

A Florida Corporation

BY THESE ARTICLES OF INCORPORATION, the INCORPORATOR named below,
a natural person competent to contract, hereby forms a CORPORATION under the laws of the
State of Florida.

ARTICLE I

NAME. The name of this CORPORATION is:

FLY SOUTH, INC.

and the initial principal address of the CORPORATION is:

640 Ridgewood
Key Biscayne, FL 33149

ARTICLE II

TERM. This CORPORATION shall exist perpetually, unless dissolved according to law.

ARTICLE III

PURPOSE. The purpose for which this CORPORATION is organized is to carry on an
aviation consulting, marine wholesale business; and also to carry on all other lawful activities in
which a Florida Corporation may engage.

ARTICLE IV

REGISTERED OFFICE AND AGENT. The street address of the initial registered
office of this CORPORATION is:

**Brickell Bayview Centre
80 S.W. 8th Street
Suite 2510
Miami, FL 33130**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

and the name of the initial registered agent at such address is:

JUSTIN EDWARD BEALS, ESQ.

ARTICLE V

BOARD OF DIRECTORS. The CORPORATION shall have no less than one (1) member of the initial Board of Directors. The number of Directors may be increased or decreased from time to time pursuant to the By-Laws of the CORPORATION, but shall never be less than one. The name and post office address of the member of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office for the first year of the CORPORATION's existence, or until his successor is elected and shall have qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
KENNETH DAVID SAVAGE	640 Ridgewood Key Biscayne, FL 33149

ARTICLE VI

CAPITAL STOCK. The aggregate number of shares of stock that this CORPORATION shall have authority to issue is one thousand (1,000) shares of one dollar (\$1.00) per share par value common stock. The CORPORATION shall have only one class of stock.

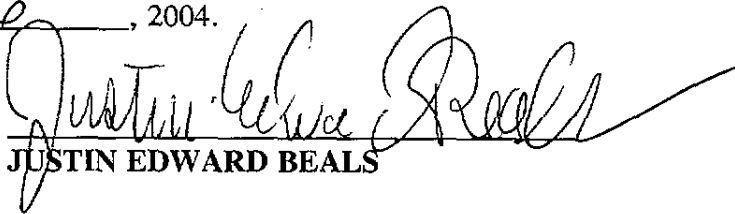
ARTICLE VII

INCORPORATOR. The name and address of the INCORPORATOR is:

<u>NAME</u>	<u>ADDRESS</u>
JUSTIN EDWARD BEALS	BRICKELL BAYVIEW CENTRE 80 S.W. 8TH STREET SUITE 2510 MIAMI, FL 33130

IN WITNESS WHEREOF, the undersigned, being the INCORPORATOR of this CORPORATION, has executed these Articles of Incorporation.

DATED on OCTOBER 6, 2004.


JUSTIN EDWARD BEALS

State of FLORIDA)
)ss:
County of Miami-Dade)

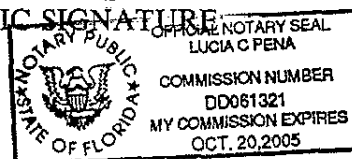
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **JUSTIN EDWARD BEALS** known to me to be the person(s) described in and who executed the foregoing **ARTICLES OF INCORPORATION**, who acknowledged before me that he executed the same, that I relied upon the following form(s) of identification of the above-named person(s): PERSONALLY KNOWN and that an oath (was)(was not) taken.

Notary Seal

Witness my hand and official seal in the County and State last aforesaid this 6th day of OCT., 2004.



NOTARY PUBLIC SIGNATURE



FLY SOUTH, INC.

A Florida Corporation

CONSENT OF REGISTERED AGENT

Having been named to accept service of process for the above Corporation at the address designated in the **ARTICLES OF INCORPORATION**, **JUSTIN EDWARD BEALS** hereby accepts and agrees to serve as registered agent and agrees to comply with the provisions of the Florida Statutes, as amended, relative to keeping said office open.


JUSTIN EDWARD BEALS

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