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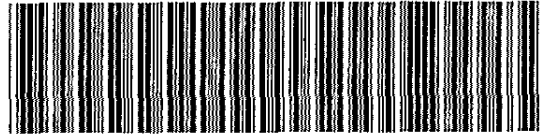
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RECEIVED
05 FEB 25 PM 12:55
DIVISION OF CORPORATION
FILED
05 FEB 25 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 225093 7474646

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 25, 2005

ORDER TIME : 10:47 AM

ORDER NO. : 225093-005

CUSTOMER NO: 7474646

CUSTOMER: Mr. John Poindexter
The Flightstar Group, Inc.

Suite 4
240 Southwest 34th Street
Ft. Lauderdale, FL 33315

DOMESTIC FILING

NAME: FLIGHTSTAR AIR EXPRESS, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

for

Flightstar Air Express, Inc.

FILED
05 FEB 25 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATION NAME

The name of this Corporation and legal entity is: **Flightstar Air Express, Inc.**
(hereinafter referred to as the "Corporation").

ARTICLE II - NATURE OF CORPORATION BUSINESS

This Corporation is organized for the purpose of providing air charter services, charter brokerage, aircraft rental, aircraft leasing, aircraft maintenance, business consulting, including to buy, own or lease real estate or any other lawful business for corporations organized under The Florida Business Corporation Act of The State of Florida.

ARTICLE III - CAPITAL STOCK

The number of shares which the Corporation shall have the authority to issue is One Million (1,000,000) shares of Capital Stock. These shares of stock shall have a par value equal to One Tenths of One Cent (\$0.001) per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital which this corporation will begin business operations is not less than One Thousand (\$1,000.00) US Dollars.

ARTICLE V - REGISTERED AGENT

The name and mailing address of the initial registered agent of this Corporation in the State of Florida, who hereby consents to said duties is:

John Poindexter

240 S.W. 34th Street, Suite 4

Fort Lauderdale, Florida 33315

ARTICLE VI - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VII - PRINCIPAL OFFICE ADDRESS

The street and mailing address of the corporation's principal office is the State of Florida is:

Flightstar Air Express, Inc.
240 S.W. 34th Street, Suite 4
Fort Lauderdale, Florida 33315

The Board of Directors may elect to move the Corporation's principal business office location from time to time to any place inside or outside The State of Florida, and the Corporation may have offices, subsidiaries, holdings and/or affiliates in any place outside The State of Florida or United States of America.

ARTICLE VIII - BOARD OF DIRECTORS

This Corporation shall have (1) initial Director. The number of directors may be increase or decrease from time to time provided by the corporation's by-laws, but shall never be less than One (1). The names of the initial director(s) of this Corporation is:

John H. Poindexter (President)
and
Pawel Jaworski (Vice President)

ARTICLE IX - INCORPORATOR

The name and mailing address of the person(s) executing and registering these Articles of Incorporation with The State of Florida is:

John H. Poindexter
President, Treasurer & Secretary

The Incorporator shall hold the above title(s) and have duties and responsibilities until such time other persons are elected or appointed by the Board of Directors.

ARTICLE X – AMENDMENTS

These Articles of Incorporation may be amended or modified in the manner provided by the corporate laws of The State of Florida. Every amendment to these Articles of Incorporation shall first be approved by a majority vote in a meeting of The Board of Directors, and approved by the Stockholders of this Corporation.

ARTICLE XI – EXECUTION

IN WITNESS HEREOF, The undersigned being the incorporator is filing this document for the purpose of forming a “FOR PROFIT” State of Florida Corporation, hereby acknowledge and file this document hereby declaring the facts herein are true and the subscriber agrees to take the number of shares of Capital Stock as set forth herein, is hereby executing these Articles of Incorporation of Flightstar Air Express, Inc. on this 22nd day of February, 2005.

Signed: _____

John H. Poindexter
Incorporator
Flightstar Air Express, Inc.

WITNESS / NOTARY PUBLIC:

STATE OF FLORIDA,
COUNTY OF BROWARD

I, _____ HEREBY CERTIFY, that on this ____ day of February, 2005, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared John H Poindexter who has identification and is known to be the person described as the incorporator, subscriber and director who duly executed these Articles of Incorporation for: Flightstar Air Express, Inc.

(X): _____
Notary Public, State of Florida

(NOTARY SEAL)

Name: _____
My Commission Expires: _____

**CERTIFICATE DESIGNATING THE ADDRESS OF THE
REGISTERED AGENT FOR SERVICE OF PROCESS**

of

Flightstar Air Express, Inc.

WITNESSETH:

The following person, John H. Poindexter is hereby named as the Initial Registered Agent for and on behalf of this Corporation to be its duly authorized agent and to accept service of process within The State of Florida at:

240 S.W. 34th Street

Suite 4

Fort Lauderdale, Florida 33315

ACKNOWLEDGMENT:

Having been named to accept service of process for this Corporation at the place designated above, I agree to act in this capacity and I agree to comply with all of the provisions and statutes relative to the proper performance of my duties, and I hereby accept the duties and obligations of Section 607.0505 of Florida Statutes related to corporations.

This document is hereby agreed and executed on this 22nd day of February, 2005.

Signed:

JOHN H. POINDEXTER
Registered Agent for
Flightstar Air Express, Inc.

FILED
05 FEB 25 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESSETH / NOTARY PUBLIC:

STATE OF FLORIDA,
COUNTY OF BROWARD

I HEREBY CERTIFY, that on this 22nd day of February, 2005 in Fort Lauderdale, Broward County, Florida that before the undersigned, a Notary Public, duly authorized to take acknowledgments, personally appeared JOHN H POINDEXTER with identification whom is known to be the person described above.

(X) Ruth Amisla
Notary Public, State of Florida

Name: Ruth Amisla

My Commission Expires: March 16, 2007

(NOTARY SEAL)



Ruth Amisla
My Commission DD193767
Expires March 16, 2007