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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT:

NEBA A CHARTER COMPANY

(Proposed corporate name - must include suffix)

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

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM **JOSE R. BOLIVAR**

Name (Printed or typed)

7270 NW 12 STREET - SUITE 381

Address

MIAMI, Florida 33126

City, State & Zip

305-639-2000

Daytime Telephone number

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
NEBA A CHARTER COMPANY**

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a company under the Laws of the State of Florida.

ARTICLE I

The name of the company is:

NEBA A CHARTER COMPANY

ARTICLE II

Duration:

This company shall have perpetual existence, commencing on the date that these Articles of Incorporation are approved by the Florida Department of State.

ARTICLE III

Purpose:

This company is organized for the purpose of transacting any and all lawful business for which company may be incorporated under Chapter 697, Florida Statutes, as now exist, or may be amended. Principal business will be Passenger and Cargo Charter Flight Services, Crew Leasing and Ground Handling Services

ARTICLE IV

The initial address of the principal office of this company in the State of Florida is:

7270 NW 12 Street – Suite 381
Miami, Florida 33126

ARTICLE V

Capital Stock:

The number of shares that this company is authorized to have outstanding at any one time is 100 shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE VI

Street address and designation of Registered Agent:

The name and address of the initial registered agent is:

Jose R. Bolivar
7270 NW 12 Street – Suite 381
Miami, Florida 33126

ARTICLE VII

Pre-Emptive Rights:

Every Shareholder, upon the sale for cash of any new stock of this company, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

Initial Board of Directors/Officers:

This company shall have a minimum of (4) directors /Officers constituting the initial Board of Directors/Officers.

The number of directors/Officers may be either increased or decreased from time to time in accordance to the By-Laws of the company. However, there shall never be less than two (4) Directors/Officers. The name and address of the initial Directors/Officers are:

Jose R. Montalvo
President
7270 NW 12 Street – Suite 381
Miami, Florida 33126

Jose R. Bolivar
Vice-President
7270 NW 12 Street – Suite 381
Miami, Florida 33126

Orietta Montalvo
Treasurer
7270 NW 12 Street – Suite 381
Miami, Florida 33126

Elena Montalvo
Secretary
7270 NW 12 Street – Suite 381
Miami, Florida 33126

ARTICLE IX

The annual meeting for the election of members of the Board of Directors/Officers shall be held as provided in the By-Laws.

The company may provide in the By-Laws for the holding of additional meetings, and shall provide notice of all such meetings, at least two weeks in advance.

The By-Laws of the company, sometimes called policies, may be made, altered, amended or rescinded by the Board of Directors/Officers at its annual meeting, provided that proper notices has been given at a previous regular business meeting and a copy of the proposal furnished in writing to each member present; and provided further that once adopted any change must receive the affirmative vote of two thirds of the members present and voting.

ARTICLE X

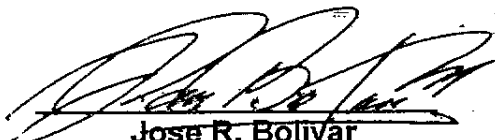
This company is to have the powers to do any and all things necessary or expedient for carrying out the objectives and purposes of said company, and in general to possess all rights, privileges and immunities, and enjoy all the benefits granted to corporations of similar character under the laws of the State of Florida.

ARTICLE XI

DESIGNATION OF RESIDENT AGENT

NEBA A CHARTER COMPANY Hereby designates 7270 NW 12 Street,
Miami, Florida 33126; as its registered office, and JOSE R. BOLIVAR as its
Registered Agent.

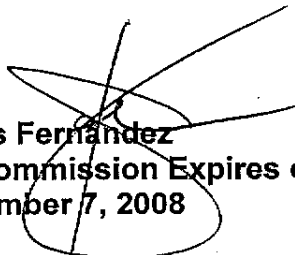
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO COMPLY WITH THE PROVISION OF
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

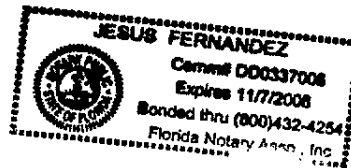

Jose R. Bolivar

MAR/05/05
Date

State of Florida, County of Miami-Dade

The foregoing instrument was acknowledged before me, this 5th day
of March 2005 by Jose R. Bolivar, personally known to me.


Jesus Fernandez
My Commission Expires on
November 7, 2008

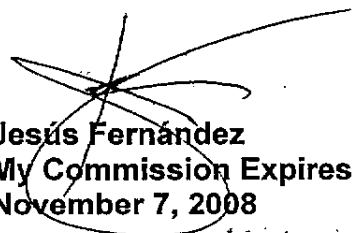


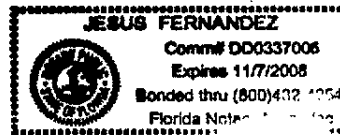
IN WITNESS WHEREOF, the undersigned subscriber have hereunto set my hand and seal, this 5th day of March 2005 for the purpose of forming this company, under the Laws of the State of Florida.


Jose R. Bolivar, Vice-President

State of Florida, County of Miami-Dade

The foregoing instrument was acknowledged before me, this 5th day of March 2005 by Jose R. Bolivar, personally known to me.


Jesus Fernandez
My Commission Expires on
November 7, 2008



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