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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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Fax Number : (305) 633-9696

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FLORIDA PROFIT CORPORATION OR P.A.

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C.L. 4-14

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ARTICLE OF INCORPORATION

OF

ULTIMATE FLYERS INC.

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ARTICLE I

NAME: THE NAME OF THIS CORPORATION IS: ULTIMATE FLYERS INC.

ARTICLE II

NATURE OF BUSINESS: TO ENGAGE IN EVERY ASPECT AND PHASE OF ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III

CAPITAL STOCK: THE MAXIMUM NUMBER OF SHARES OF STOCKS THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS FIVE HUNDRED(500) SHARES OF COMMON STOCK, EACH WITH A NOMINAL PAR VALUE OF ONE(\$1.00) DOLLAR PER SHARE. PREEMPTIVE RIGHTS TO SUCH SHARES ARE GRANTED TO THE SHAREHOLDER OF THIS CORPORATION.
JORGE CARAGOL 100% SHARES

ARTICLE IV

INITIAL CAPITAL: THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN IS NOT LESS THAN FIVE HUNDRED(\$500.00) DOLLARS.

ARTICLE V

TERM OF EXISTENCE: THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO THE LAW OF THE STATE OF FLORIDA.

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ARTICLE VI

DIRECTORS. THE CORPORATION SHALL HAVE TWO(1) DIRECTORS INITIALLY
THE NUMBER OF DIRECTORS MAY INCREASED FROM TIME TO TIME BY INITIAL
DIRECTORS

THE NAME AND POST OFFICE ADDRESS OF THE FIRST BOARD OF DIRECTOR IS.

JORGE CARAGOL
4145 SW 14 ST # 1-A
CORAL GABLES, FLA. 33134
PRESIDENT, SECRETARY, TREASURE

ARTICLE VII

SUBSCRIBER; THE NAME AND POST OFFICE ADDRESS OF THE SUBSCRIBER TO THESE
ARTICLES OF INCORPORATION IS:

JORGE CARAGOL
4145 SW 14 ST. #1-A
CORAL GABLES, FLA. 33134

ARTICLE VIII

THE PRINCIPAL OFFICE AND MAILING ADDRESS OF THE CORPORATION WILL BE:

4145 SW 14 ST. #1-A.
CORAL GABLES, FLA. 33134

ARTICLE IX

THE REGISTERED AGENT OF THIS CORPORATION IS:

JORGE CARAGOL
4145 SW 14 ST. #1-A.
CORAL GABLES, FLA. 33134



ARTICLE X

THE NAME AND ADDRESS OF THE INCORPORATOR : JORGE CARAGOL
4145 S.W. 14 ST. # 1-A CORAL GABLES , FLA. 33134


JORGE CARAGOL

ARTICLE XI

THE DISTRIBUTION OF THE VOTING SHARES SHALL BE AS FOLLOWS:
. JORGE CARAGOL 100% SHARES


JORGE CARAGOL

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED HEREBY ACCEPTS HIS DESIGNATION AS REGISTERED AGENT
FOR: ULTIMATE FLYERS INC.


JORGE CARAGOL

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ULTIMATE FLYERS INC.

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STATE OF FLORIDA

SS.

COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC, PERSONALLY APPEARED
JORGE CARAGOL, WHO IS PERSONALLY KNOWN TO ME OR WHO PRODUCED

Driver Lic. AS IDENTIFICATION AND WHO DID (DID NOT) TAKE
OATH, AND WHO AS REGISTERED AGENT EXECUTED THE FOREGOING ACCEPTANCE
OF REGISTERED AGENT.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY
HAND AND MY OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID, THIS 13
DAY OF April, 2001

NOTARY PUBLIC

PRINT NAME

U1180000501