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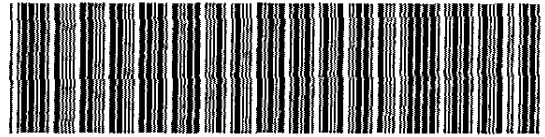
(Business Entity Name)

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MAY 11 2005
11:42 AM
FBI - MEMPHIS

Waldense D. Malouf, Esq.
700 Delaware Ave.
Palm Harbor, Fl. 34683
Tel (727) 784-1116

Fla. Bar # 49925

May 6, 2005

QUAM AIRWAYS Inc. for filing

Dear Corporation Div. Of the Secr. of State,

Please find enclosed, for filing, the original and copy of the
Articles of Incorporation QUAM AIRWAYS INC. with the designation of
resident agent, together with check no. 3503
In the amount of \$78.75 dollars, filing fee.
Please return copy to me at above address.

Thank You for your attention to this matter.

Sincerely,


Waldense D. Malouf

ORIG.

ARTICLES OF INCORPORATION
OF
QUAM AIRWAYS, INC.

We, the undersigned, do hereby associate ourselves together for the purpose of forming and becoming a corporation for profit, under the laws of the State of Florida, and do hereby certify that we have become such corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

QUAM Airways, Inc.

ARTICLE II

The general nature of this business to be transacted by this corporation is as follows:

1. To own, use, charter, lease, sell, buy, service, maintain, manufacture aircraft, aircraft components, appurtenances, equipment, including electronic equipment of every kind, nature, and description, both fixed and airborne.
 2. To engage in the business of leasing, chartering, instructing, aerial advertising, crop dusting, freight handling, and transporting passengers as well as freight.
 3. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, rent, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.
- To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

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MAY 11 1961
CLERK OF CIRCUIT COURT
PALM BEACH COUNTY, FLORIDA

05 MAY 11 PM 2:42

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Waldense D. Malouf, Esq.
700 Delaware Ave.
Palm Harbor, FL. 34683

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

4. To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by this corporation.

5. To buy and sell all kinds of property, both real and personal, to borrow money, issue promissory notes and other evidence of indebtedness. To own, buy, mortgage, sell or otherwise dispose of and to deal in with property of all kinds, as well as capital stock and shares of this corporation and that of other corporations, and to vote any share of such other corporations as may be owned by it, the same as a natural person might do, and to enter into such agreements, contracts, and stipulations and to make such arrangements as may be or seem necessary to carry out the same, and to attain the objects and purposes herein expressed and intended; and to contract any further and other business necessarily connected with the purpose of this corporation, or calculated to facilitate the same.

6. To become a member of and enter into any partnership or agreement for sharing profits with any person, firm or corporation.

7. To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restrictions as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

8. To do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, otherwise alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article in this Certificate, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers. Upon incorporation compliance will be made to Internal Revenue Code of 1954 Sec. 1244, as amended, Rev. Act of 1964 Sec. 230.78 Stat. 99 (1964) and to comply with Subchapter S, Code 1371 - 1378 of the Internal Revenue Service and to avail its self thereof.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

75,000 Shares at a par value of 10 cents per share

50,000 Shares shall issue and the remaining
25,000 Shares shall remain authorized but unissued, until
further action by Board of Directors and Stockholders.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is: \$750.00 together
with an aircraft and equipment valued at approximately \$50,000.00.

ARTICLE V

TERMS OF EXISTENCE

The terms for which this corporation is to exist shall be perpetual, unless sooner dissolved
pursuant to law.

ARTICLE VI

ADDRESS

The principal office of this corporation shall be and is located in Madeira Beach, County
of Pinellas, State of Florida, at 516 Lillian Drive.

Said corporation, however, may establish branch offices in any other place or places, and
may change the place of the principal office as and when it is deemed advisable th its Board of
Directors.

The Post Office address of the principal office of this corporation is 516 Lillian Drive,
Madeira Beach, Florida.

ARTICLE VII

DIRECTORS

This corporation shall have one director initially. The number of directors may be

increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than three.

ARTICLE VIII

INITIAL DIRECTORS.

The names and post office addresses of the members of the First Board of Directors are:

<u>Name</u>	<u>Address</u>
<u>John J. Oliveira</u>	<u>516 Lillian Drive, Madeira Beach, Florida 33708</u>
<u>John J. Oliveira</u>	<u>516 Lillian Drive, Madeira Beach, Florida 33708</u>
<u>John J. Oliveira</u>	<u>516 Lillian Drive, Madeira Beach, Florida 33708</u>

ARTICLE IX

OFFICERS

The names of the officers who are to serve until the first election next following the filing of these Articles of Incorporation, are as follows:

<u>OFFICE</u>	<u>NAME</u>
<u>President:</u>	<u>John J. Oliveira</u>
<u>Vice President:</u>	<u>John J. Oliveira</u>
<u>Secretary-Treasurer:</u>	<u>John J. Oliveira</u>

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended from time to time at any regular meeting of the corporation by a two-thirds vote of the members present and voting, providing notices of the proposed amendment has been given at the previous meeting.

ARTICLE XI

BY-LAWS

The By-Laws of this corporation may be made, altered or rescinded from time to time at any regular meeting of the corporation by a two-thirds vote of the members present and voting, providing notice of the proposed amendment has been given at the previous meeting.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, has hereunto set my hand and seal, this 6TH day of May, 2005, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Signed and sealed in the presence of:

Adrian Slapo

John J. Oliveira

Waldense D. Malouf

STATE OF FLORIDA
COUNTY OF PINELLAS

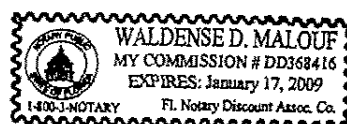
Before me, personally appeared John J. Oliveira, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 6TH day of MAY, 2005.

FL. D. L.
0416-470-59-377-0

Waldense D. Malouf
Notary Public
My commission expires: 1/17/2009

Waldense D. Malouf, Esq.
700 Delaware Ave.
Palm Harbor, FL. 34683



ORIG,

STATE OF FLORIDA
DEPARTMENT OF STATE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED AND NAMES AND ADDRESSES OF
THE OFFICERS.**

The following is submitted in compliance with Chapter 48.091 Florida Statutes. The company name is:

QUAM Airways, Inc.

a corporation organized under the laws of the State of Florida with its principal office at 516 Lillian Drive, Madeira Beach, Florida 33708, has named John J. Oliveira, located at 516 Lillian Drive, Madeira Beach, Florida, 33708, as its agent to accept service of process within this State.

OFFICERS

John J. Oliveira	President
John J. Oliveira	Vice-President
John J. Oliveira	Treasurer
John J. Oliveira	Secretary

ACCEPTANCE

I AGREE AS RESIDENT AGENT to accept Service of Process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as required by law.

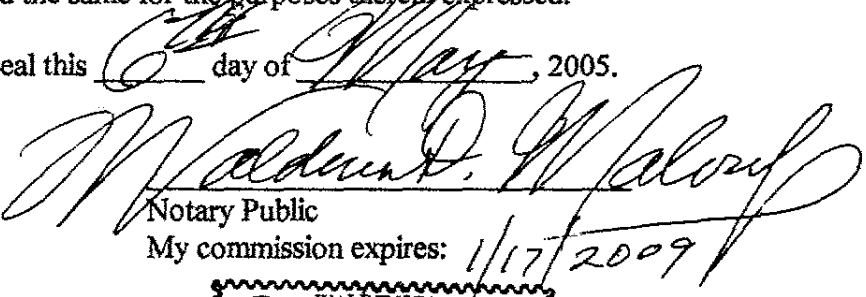

JOHN J. OLIVEIRA

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, personally appeared John J. Oliveira, to me well known and known to me to be the individual described in and who executed the foregoing Certificate of Resident Agent, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 15 day of May, 2005.

F.L.D.L.
0416-470-59-377-0


Notary Public

My commission expires: 1/17/2009

