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Division of Corporations

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NO. 920

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
JET FIRST, INC.**

FIRST: The Articles of Incorporation of jetFirst, Inc. were filed with the Florida Department of State on June 17, 2005 document number P05000087461.

SECOND: The Articles of Incorporation of jetFirst, Inc. are hereby amended and restated in their entirety to read as follows:

**ARTICLE I
NAME**

The name of the corporation is Jet First, Inc. (hereinafter, the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and the mailing address of the Corporation is 3800 Southern Boulevard, Suite 109, West Palm Beach, Florida 33406.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue Twenty Million (20,000,000) shares of Common Stock, par value \$.01 per share and Ten Million (10,000,000) shares of Preferred Stock, par value \$.01 per share.

The designations and the preferences, limitations and relative rights of the Preferred Stock and the Common Stock are as follows:

Preferred Stock.

The Board of Directors may issue Preferred Stock from time to time in one or more series or classes with such distinctive designations as may be stated in the resolution or resolutions providing for the issuance of such stock from time to time adopted by the Board of Directors. The resolution or resolutions providing for the issuance of shares of a particular series or class shall fix, subject to applicable law, the designations, rights, preferences and limitations of the shares of each such series or class. The authority of the Board of Directors with respect to each series or class shall include, but not be limited to, determination of the following:

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(a) The number of shares constituting such series or class, including the authority to increase or decrease such number, and the distinctive designation of such series or class;

(b) The dividend rate of the shares of such series or class, whether the dividends shall be cumulative and, if so, the date from which they shall be cumulative, and the relative rights of priority, if any, of payment of dividends on shares of such series or class;

(c) The right, if any, of the Corporation to redeem shares of such series or class and the terms and conditions of such redemption;

(d) The rights of the shares in case of a voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, and the relative rights of priority, if any, of payment of shares of such series or class;

(e) The voting power, if any, for such series or class and the terms and conditions under which voting power may be exercised; and without limiting the generality of the foregoing, any special voting preferences, such as the right to elect a majority, or other specified portion, of the members of the Corporation's Board of Directors;

(f) The obligation, if any, of the Corporation to retire shares of such series or class pursuant to a retirement or sinking fund or funds of a similar nature or otherwise and the terms and conditions of such obligation;

(g) The terms and conditions, if any, upon which shares of such series or class shall be convertible into or exchangeable for shares of stock of any other class or classes, including the price or prices or the rate of rates of conversion or exchange and the terms of adjustment, if any; and

(h) Any other rights, preferences or limitation of the shares of such series or class.

The shares of each class or series of Preferred Stock may vary from the shares or any other series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of Preferred Stock designated for any existing class or series by a resolution subtracting from such class or series unissued shares of Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of Preferred Stock.

Common Stock

A. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as

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herein above provided, all rights to vote and all voting power shall be vested exclusively in the holders of Common Stock.

B. Subject to the rights of the holders of the Preferred Stock, the holders of Common Stock shall be entitled to receive when, as if declared by the Board of Directors, out of funds legally available therefore, dividends payable in cash, stock or otherwise.

C. Upon any liquidation, dissolution or winding-up of the Corporation, whether or not voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests to the exclusion of the holders of the Preferred Stock.

General Provisions.

1. Except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, cumulative voting by any shareholder is expressly denied.

2. No shareholder of the Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive rights to purchase or subscribe for any other shares of any class or series of the Corporation now or hereafter authorized, and any other equity securities, or any notes, debentures, warrants, bonds, or other securities convertible into carrying options or warrants to purchase shares of any class, now or hereafter authorized, whether or not the issuance of any shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder.

ARTICLE V SPECIAL MEETING OF SHAREHOLDERS

A special meeting of the shareholders may be called to conduct such business of the Corporation as determined in accordance with the Bylaws of the Corporation (i) at any time by the Chairman, President, or the Board of Directors, or any officer instructed by the Board of Directors or the President to call the meeting, and (ii) by the President or a Vice President upon the written request of shareholders holding not less than sixty percent (60%) of the outstanding shares of Common Stock of the Corporation pursuant to Section 607.0702 of the Florida Business Corporation Act.

ARTICLE VI INDEMNIFICATION

1. The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the

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Corporation; (ii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iii) is or was serving at the request of the Corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the Corporation.

2. (a) Except for those persons entitled to indemnification pursuant to Article VI, Section 1, and unless otherwise expressly prohibited by the Act, and subject to Section 2(b) below, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(b) No indemnification shall be authorized under Article VI, Section 2(a), unless first approved by the affirmative vote of a majority of the Board of Directors that includes a Director elected by the holders of the Series A Preferred Stock (as defined below).

3. Except for those persons entitled to indemnification pursuant to Article VI, Section 1, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

4. The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of shareholders or otherwise.

5. Any repeal or modification of this Article VI or any repeal or modification of the relevant provisions of the Act shall not in any way diminish these rights to indemnification of, or advances to any person indemnified hereunder, or the obligations of the Corporation arising hereunder, for claims relating to matters occurring prior to such repeal or modification.

ARTICLE VII ELECTION NOT TO BE GOVERNED BY THE AFFILIATED TRANSACTION STATUTE

Pursuant to Section 607.0901(5) of the Florida Business Corporation Act, the Corporation expressly elects not to be governed by the provisions of Section 607.0901(5) of the Florida Business Corporation Act, the Corporation expressly elects not to be governed by the provisions of Section 607.0901 of the Florida Business Corporation Act with respect to any affiliated transaction (as defined therein).

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**ARTICLE VIII
ELECTION NOT TO BE GOVERNED BY
THE CONTROL SHARE ACT**

Pursuant to Section 607.0902(5) of the Florida Business Corporation Act, the Corporation expressly elects not to be governed by the provisions of Section 607.0902 of the Florida Business Corporation Act with respect to any control-share acquisition (as defined therein).

**ARTICLE IX
REGISTERED AGENT**

The name and address of the Corporation's registered agent are BSPA Corporate Services, Inc., 350 East Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301.

THIRD: These Amended and Restated Articles of Incorporation were approved by Written Consent in Lieu of Special Meetings of the Board of Directors and Shareholders of the Corporation dated as of November 24, 2005. The number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

The undersigned has executed these Amended and Restated Articles of Incorporation as of the 24 day of December, 2005.

Jet First, Inc.

By: Christopher Doschey

Christopher Doschey, President

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the Registered Agent of Jet First, Inc., as made in the foregoing Amended and Restated Articles of Incorporation, and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as the Registered Agent of Jet First, Inc.

BSPA CORPORATE SERVICES, INC.
Registered Agent

Date:

1/5/06

By:


Authorized Signatory

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