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Law Offices of
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R. PATRICK PHILLIPS
Board Certified
Aviation Law Attorney

200 N. Thornton Avenue
Orlando, Florida 32801

July 27, 2005

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: MEMBERS AIR, INC.

Dear Sir/Madam:

Please find enclosed the following documents:

1. Articles of Incorporation for MEMBERS AIR, INC.
2. Check in the amount of \$78.75:
 - (1) Filing fee \$35.00
 - (2) Certified copy \$8.75
 - (3) Registered Agent Designation \$35.00

For your convenience, I have enclosed a self-addressed, stamped envelope so you could forward, back to me, the certified copy of the Articles of Incorporation.

Thanking you in advance for your assistance in this matter.

Very truly yours,



Brenda Broadway, Assistant to
R. Patrick Phillips, Esquire

bwb
enc.

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**ARTICLES OF INCORPORATION
OF
MEMBERS AIR, INC.**

ARTICLE I - NAME OF CORPORATION

The name of this corporation is **MEMBERS AIR, INC.**

ARTICLE II - PURPOSES

This corporation is organized for the purpose of transacting any or all lawful business pursuant to the provisions of Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 7,000 shares of common stock, each having a par value of \$1.00. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV - PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 424 E. Central Blvd., #214, Orlando, Florida 32801. The mailing address of the corporation is 424 E. Central Blvd., #214, Orlando, Florida 32801.

ARTICLE V - DURATION

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 424 E. Central Blvd., #214, Orlando, Florida 32801 and the name of its initial registered agent at such address is RICHARD L. BONEY, JR..

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Directors of this corporation are:

RICHARD L. BONEY, JR.,
424 E. Central Blvd., #214
Orlando, Florida 32801

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these ARTICLES OF INCORPORATION is:

RICHARD L. BONEY, JR.,
424 E. Central Blvd., #214
Orlando, Florida 32801

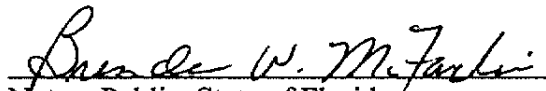
IN WITNESS WHEREOF, the undersigned subscriber has executed these ARTICLES OF INCORPORATION this 27 day of July, 2005.



RICHARD L. BONEY, JR.

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, on the 27 day of July, 2005, appeared RICHARD L. BONEY, JR., who is personally known to me and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that he executed same.



Notary Public, State of Florida

Print Name: _____

My Commission Expires: _____

My Commission Number: _____



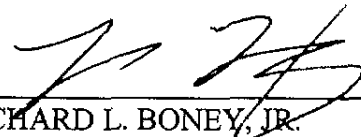
Brenda W. McFarlin
MY COMMISSION # DD163733 EXPIRES
November 16, 2006
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, 607.0501, and 607.0505, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That MEMBERS AIR, INC., desiring to organize under the laws of the State of Florida, with its registered office located at 424 E. Central Blvd., #214, Orlando, Florida 32801, has named RICHARD L. BONEY, JR. as its registered agent to accept service of process within this State.

SECOND: Having been named as registered agent and to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


RICHARD L. BONEY, JR.

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