

**Electronic Articles of Incorporation
For**

P06000062993
FILED
May 03, 2006
Sec. Of State
jshivers

XCEL AIRLINES INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

XCEL AIRLINES INC

Article II

The principal place of business address:

5965 MILFORD HAVEN PL
ORLANDO, FL. US 32829

The mailing address of the corporation is:

5965 MILFORD HAVEN PL
ORLANDO, FL. US 32829

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

NATHANIEL W GLOVER
5965 MILFORD HAVEN PL
ORLANDO, FL. 32829

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: NATHANIEL W GLOVER

Article VI

The name and address of the incorporator is:

NATHANIEL W GLOVER
5965 MILFORD HAVEN PL

ORLANDO, FL 32829

Incorporator Signature: NATHANIEL W GLOVER

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
NATHANIEL W GLOVER
5965 MILFORD HAVEN PL
ORLANDO, FL. 32829 US

Title: VP
JAMES W PATTERSON
5965 MILFORD HAVEN PL
ORLANDO, FL. 32829 US

Article VIII

The effective date for this corporation shall be:

05/03/2006