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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida

ARTICLE I - NAME

The name of this Corporation shall be: STARBOARD AIR INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business / mailing address is:

5819 Erhardt Drive
Riverview, Florida 33569

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE IV - SHARES

This Corporation is authorized to issue 7000 shares of \$1.00 par value common stock, which shall be designated as ACommon Shares@. All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE V - INITIAL OFFICERS

President: Roberto Conceicao
5819 Erhardt Drive
Riverview, Florida 33569

Vice President: Roberto Conceicao
5819 Erhardt Drive
Riverview, Florida 33569

Secretary: Roberto Conceicao
5819 Erhardt Drive
Riverview, Florida 33569

ARTICLE VI - TERM

This Corporation shall have perpetual existence.

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata thereof (as nearly as may be done without issuances of fractional shares) at the prices at which it is offered to others.

ARTICLE VIII - REGISTERED AGENT

The street address of the initial registered agent of this Corporation is :

Roberto Conceicao
5819 Erhardt Drive
Riverview, Florida 33569

ARTICLE IX - EXERCISE OF CORPORATE POWERS

All Corporate powers shall be exercised by the holders of the outstanding common shares of stock in the Corporation. Management of the Corporation by the shares shall continue until such time that the share holders shall by a majority vote, amend these Articles of the Corporation by directors.

ARTICLE X - INCORPORATORS

The name and address of the Incorporator is:

Roberto Conceicao
5819 Erhardt Drive
Riverview, Florida 33569

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer or share holder acting in a management capacity or any former officer or share holder acting in a management capacity to the fullest extent permitted by law either now existing or hereafter enacted.

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TALLAHASSEE, FLORIDA

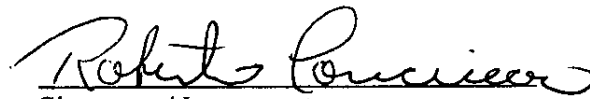
ARTICLE XII

The private property of the stockholders shall not be subject the payment of the Corporate debts to any extent whatever. The Corporate shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

ARTICLE XIII

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of JUNE, 2006



Signature / Incorporator



Signature/Registered Agent

STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)



Nelson - Conceicao
My Commission DD338603
Expires July 18, 2008

BEFORE ME, a notary public authorized to take acknowledgment in the State and County set forth above, personally appeared Roberto Conceicao, known to me and by me to be the person who executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26 day of JUNE, 2006.