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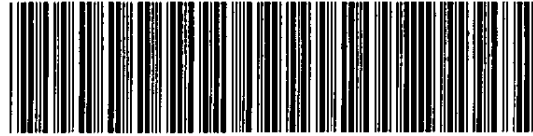
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE SEP - 5 2006

PAUL SIDNEY ELLIOTT

ATTORNEY-MEDIATOR-ARBITRATOR

OFFICE ADDRESS:

THE FINANCIAL CENTERS, SUITE 133
2701 WEST BUSCH BOULEVARD
TAMPA, FLORIDA 33618-4578
TELEPHONE (813) 265-1314

August 29, 2006
06-103

MAILING ADDRESS:

Post Office Box 274204
Tampa, Florida 33688-4204
Telecopier (813) 931-1314
E-Mail: PSE@PSEJD.com

DEPARTMENT OF STATE

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: BILLABONG AIR II, INC.

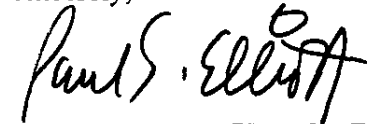
FROM: PAUL SIDNEY ELLIOTT
Post Office Box 274204
Tampa, FL 33688-4204

Gentlemen:

Please find enclosed the original and two (2) copies of the executed **ARTICLES OF INCORPORATION OF BILLABONG AIR II, INC.** and a check in the amount of **\$87.50** for Filing Fee, Registered Agent Designation, Certificate of Status and Certified Copy.

If there are any problems or questions, please call me. Thank you.

Sincerely,



PAUL SIDNEY ELLIOTT

PSE:cc

Encls.

ARTICLES OF INCORPORATION

OF

BILLABONG AIR II, INC.

FILED
06 SEP -1 PM 3: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the Corporation ("Corporation") is **BILLABONG AIR II, INC.**

ARTICLE II - PRINCIPAL OFFICE

The street and mailing address of the Principal Office of the Corporation is 2202 N. Westshore Blvd., Fifth Floor, Tampa, FL 33607-5761.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - SHARES

The maximum number of shares this Corporation is authorized to issue is 7,500, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V - REGISTERED AGENT

The initial street address of the Corporation's registered office is 2202 N. Westshore Blvd., Fifth Floor, Tampa, FL 33607-5761. The initial registered agent for the Corporation at that address is **ROBIN AHLQUIST**.

ARTICLE VI- BOARD OF DIRECTORS

The initial board of directors shall consist of two (2) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

NAME & ADDRESS

ROBERT D. BASHAM
2202 N. Westshore Blvd., Fifth Floor
Tampa, FL 33607-5761

NAME & ADDRESS

CHRISTOPHER THOMAS SULLIVAN
2202 N. Westshore Blvd., Fifth Floor
Tampa, FL 33607-5761

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME & ADDRESS

PAUL SIDNEY ELLIOTT
Post Office Box 274204
Tampa, FL 33688-4204

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.


IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 29 day of August, 2006.



PAUL SIDNEY ELLIOTT
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for **BILLABONG AIR II, INC.**, at the place designated in this certificate, I accept the appointment as Registered Agent and agree to act in this 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.


ROBIN AHLQUIST

Dated this 29th day of August, 2006.

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