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M.A. RIGERMAN & ASSOC
200 NORTH FIRST STREET
COCOA BEACH, FL 32931

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

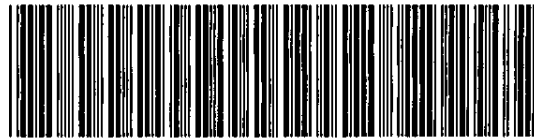
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

CHAPLIN AVIATION MANAGEMENT, INC.

The undersigned does hereby associate themselves for the purpose of forming and becoming a corporation for profit under the laws of the State of Florida, and does hereby certify that they have become such corporation under and pursuant to the following Articles of Incorporation.

I

The name of the corporation shall be CHAPLIN AVIATION MANAGEMENT, INC.

II

The general character of the business to be transacted by said corporation shall be, and is as follows:

- A. To engage in any activity of business permitted under the laws of the United States and of the State of Florida.
- B. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in other states and countries.
- C. To manufacture, purchase or otherwise acquire; and to own, mortgage, pledge, assign, sell, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
- D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.
- E. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- F. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other

evidences of indebtedness created by any other corporation of the State of Florida or any other states or government, and while the ownership, including this right to vote such stock.

III

This corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and any specific powers herein enumerated shall not be construed as a limitation upon the powers of the corporation.

IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock with no par value.

V

The principal office of this corporation shall be and is located at 650 North Atlantic Avenue #203, Cocoa Beach, Florida 32931.

The mailing address for this corporation is 650 North Atlantic Avenue, #203, Cocoa Beach, Florida 32931. Said corporation, however, may establish branch offices in any other place or places, and may change the place of the principal office as and when it is deemed advisable by its Board of Directors.

VI

The street address of its Initial Registered Office and the name of its Initial Registered Agent at such address is: Michael Chaplin, 650 North Atlantic Avenue 203, Cocoa Beach, Florida 32931.

VII

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one. The name and address of the person who shall serve as director until the first annual meeting of shareholders or until his successor is elected shall be Michael Chaplin, 650 North Atlantic Avenue #203, Cocoa Beach, Florida 32931.

VIII

The subscriber to these Articles of Incorporation and his respective mailing address is Michael Chaplin, 650 North Atlantic Avenue #203, Cocoa Beach, Florida 32931.

IX

This corporation shall have perpetual existence.

X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a stockholders meeting by a larger proportion of the stock entitled to vote thereof; unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of November 2006.

Michael B. Chaplin (SEAL)

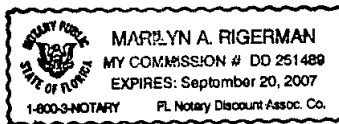
Michael Chaplin

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, appeared Michael Chaplin, who is personally known to me, and being duly sworn, and known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and he acknowledged to me that he executed the same.

WITNESS my hand and official seal this 14th day of November 2006.

Marilyn A. Rigerman



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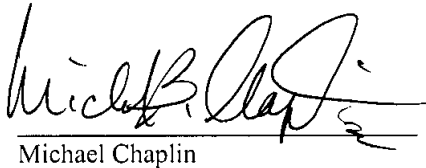
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CERTIFICATE DESIGNATING REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

CHAPLIN AVIATION MANAGEMENT, INC., which is desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the County of Brevard, State of Florida has named , Michael Chaplin, 650 North Atlantic Avenue #203, Cocoa Beach, Florida 32931, as it's agent to accept service of process for the above-mentioned corporation, at the place designated in this Certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

A handwritten signature in black ink, appearing to read "Michael Chaplin", written over a horizontal line.

Michael Chaplin