

PD6000/46436

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

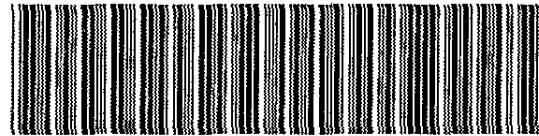
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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11/15/06--01013--011 **78.75

FILED
06 NOV 22 PM 2:36
TALLAHASSEE, FLORIDA

11/25
11/22

W06-50366

COVER LETTER

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

SUBJECT: SOUTH FLORIDA AIRLINES, INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: DAVID BROWN
Name (Printed or typed)

500 TERMINAL DRIVE
Address

NAPLES, FL 34104
City, State & Zip

239-643-5595
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 16, 2006

DAVID BROWN
500 TERMINAL DRIVE
NAPLES, FL 34104

SUBJECT: SOUTH FLORIDA AIRLINES, INC
Ref. Number: W06000050366

We have received your document for SOUTH FLORIDA AIRLINES, INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The article numbers must be listed in sequence.

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filing Section

Letter Number: 206A00067190

RECEIVED
05 NOV 22 PM 12:21

ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA AIRLINES, INC.

06 NOV 22 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation shall be SOUTH FLORIDA AIRLINES, Inc..

ARTICLE II: ADDRESS

The principal place of business will be 500 Terminal Drive, Naples, FL 34104 with the mailing address of P.O. Box 8207, Naples, FL 34101

ARTICLE III: PURPOSES

The purpose for which the corporation is organized is to engage in all business or enterprises that the Board of Directors deems advisable. The corporation shall have the right to do and accomplish all things and engage in all other lawful transactions which a corporation organized under the State of Florida might do, accomplish or engage in, whether similar to the foregoing or otherwise.

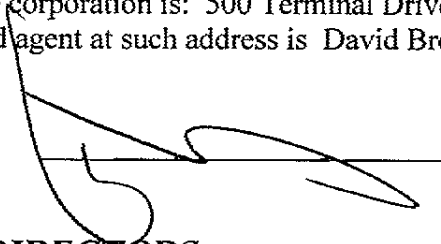
The foregoing enumeration of specific purposes and objects shall not be held to limit or restrict in any manner the objects, purposes or powers of the corporation, but shall be in furtherance of and in addition to and not in limitation of the general powers conferred by the laws of the State of Florida, all of which powers this corporation shall have.

ARTICLE IV: CAPITALIZATION

The aggregate number of shares, which the corporation shall have authority to issue, is 500,000 shares of common stock, all of which shall be without par value. The Board of Directors may from time to time, fix the consideration for which such shares, when issued, shall be fully paid and non-assessable. Each share shall have the equal rights as to voting and equal rights in the event of dissolution or liquidation.

ARTICLE V: REGISTERED OFFICE & AGENT

The office of the registered office of the corporation is: 500 Terminal Drive, Naples, FL 34104 and the name of its registered agent at such address is David Brown, who hereby accepts and agrees so to act:



ARTICLE VI: DIRECTORS

The corporation shall have one or variable number of Directors of not less than one, nor more that two as the Board of Directors shall from time to time designate in the bylaws. There shall be one director until the Board of Directors amends the Bylaws to provide otherwise.

The name and address of the person, who is to serve as Director until the next annual meeting of the shareholders, and until their successors are elected and shall qualify, are as follows:

NAME:

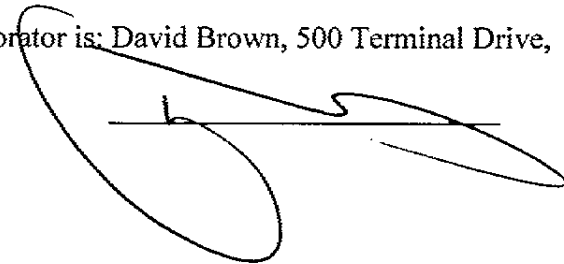
ADDRESS

David Brown

500 Terminal Drive, Naples, FL 34104

ARTICLE VII: INCORPORATOR

The name and address of the incorporator is: David Brown, 500 Terminal Drive, Naples, FL 34104.



**ARTICLE VIII:
LIMITATION ON LIABILITY OF DIRECTORS AND
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

A. Limitation on Liability of Directors: No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty, except for any liability:

- (1) for any breach of the director's duty of loyalty to the corporation or its shareholder.;
- (2) for any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law.
- (3) For actions under Section 16-10-44 of the Utah Business Corporations Act; or
- (4) For any transaction from which the director derived an improper personal benefit.

No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions for such a director occurring prior to such amendment or repeal.

B: Indemnification of Officers and Directors. The corporation shall indemnify each director and officer of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of stock, directly or indirectly through another subsidiary, or another corporation of which it is a creditor:

- (1) to the fullest extent permitted by law, and
- (2) against expenses actually and reasonably incurred by him in connections with the defense of any action, suit or proceedings, civil or criminal, in which he is made party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding, to be liable for fraud or willful misconduct in the performance of his duties; and without limitation other than specified,
- (3) against any and all liabilities imposed or sought to be imposed upon such director or officer, except in relation to matters as to which he shall be adjudged in such actions, suit or proceeding, to be liable for fraud and willful misconduct in the performance of his duties


ARTICLE IX: OFFICERS AND DIRECTORS CONTRACT

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that a director or officer in this corporation is interested in, or is a director or an officer of such other corporation. Any officer or director, individually or together with any other person, may be a party to, or may be interested in, any transaction of this corporation or any transaction in which this corporation is interested. No contract, act or other transaction of this corporation with any person, firm or corporation shall be affected by the fact that any officer or director of this corporation (a) is a party to, or is interested in, such contract act or transaction, or (b) is in some way connected with such person, firm or corporation. Each person who is now or may become an officer or director of this corporation is hereby relieved from the liability which might otherwise result in the event such officer or director contracts with this corporation for the benefit of himself or any firm, association or corporation in which he or she may be interested in any way, provided such acts are in good faith. The shareholders and corporation may enter into a Stockholders Agreement consistent with, though not limited to, the terms herein.

ARTICLE X: PRE-EMPTIVE RIGHTS

There shall be pre-emptive rights to acquire shares of the corporation stock.

DATED this 10th day of November, 2006


David Brown
Incorporator

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06 NOV 22 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA