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LAW OFFICE
CASEY W. MILLS
600 SOUTH ANDREWS AVENUE, SUITE 600
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE (954) 763-7550

November 13, 2008

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: INCORPORATION OF SOUTHERN ATLANTIC AVIATION, INC.
OUR FILE NO. 08-1135

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-named corporation, together with our firm's check in the amount of $78.75 representing:

Filing Fee	$35.00
Certified Copy	$ 8.75
Registered Agent Designation	$35.00
	$78.75

I would appreciate your filing these Articles as soon as possible and forwarding a certified copy of the same to this office in the enclosed stamped self-addressed envelope.

Thank you for your cooperation.

Sincerely,

Casey W Mills

CASEY W. MILLS

CWM:vt

cc: Mrs. Cindy Mills

Enclosures

Mills-Cindy/Art-In-L/11/13/08

ARTICLES OF INCORPORATION

OF

<u>SOUTHERN ATLANTIC AVIATION, INC.</u>

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, by and under the provision for the formation, liability, rights, privileges and immunities of a corporation for profit.

<u>Article I – Name of Corporation</u>

The name this corporation shall be SOUTHERN ATLANTIC AVIATION, INC.

<u>Article II – Principal Office</u>

The principal office of this corporation is 600 South Andrews Avenue, Suite 600, Fort Lauderdale, Florida 33301.

<u>Article III – Nature of Business</u>

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the corporation, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To buy, sell, auction, lease or otherwise deal in real or personal property of every kind and nature, either at retail or wholesale, for the corporation's own account or for the account of others.

(b) To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise and other personal property of every class and description whatsoever.

(c) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

(d) To operate and maintain stores, buildings, warehouses or any other real property for the carrying out of any of the foregoing businesses.

(e) To lease, hire or otherwise acquire, to own, hold, maintain, improve, alter and to sell, convey, mortgage or otherwise dispose of real and personal property and any interest therein.

(f) To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or any evidences of indebtedness created by any other corporation or corporations; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership; including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the general corporation laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purposes.

(g) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; or cause to be formed, promote and to aid in any way in the formation of any corporation, domestic or foreign.

(h) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

(i) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with the business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

(j) To borrow money and contract debts when necessary for the transaction of its businesses or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specific event, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for any other lawful objects.

(k) To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

(l) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, and the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.

(m) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and power of the corporation; it is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of this corporation.

Article IV – Capital Stock

The authorized capital stock of this corporation shall consist of Seven Thousand Five Hundred (7,500) shares of common stock of the par value of One Dollar ($1.00) per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or proper labor or services at a just valuation to be fixed by the Directors. A majority of the outstanding shares of stock shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (not less than 33-1/3%).

Article V – Existence

This corporation is to have perpetual existence.

Article VI – Registered Office

The street address of the initial registered office of this corporation is 600 South Andrews Avenue, Suite 600, Fort Lauderdale, Florida 33301, and the mailing address is the same.

Article VII – Registered Agent

The name of the initial registered agent of this corporation at that address is CASEY W. MILLS, ESQUIRE. The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida.

Article VIII – Directors

This corporation shall at all times have at least one (1) director. The number of directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by the stockholders, but shall never be less than one (1). Initially the Corporation shall have one director. The names and addresses of the members of the first Board of Directors are as follows:

Name	Address
Cindy Mills	600 South Andrews Avenue, Suite 600, Fort Lauderdale, Florida 33301

Article IX – Subscriber

The name and address of the subscriber of these Articles of Incorporation is as follows:

Name	Address
Casey W. Mills, Esquire	600 South Andrews Avenue, Suite 600 Fort Lauderdale, Florida 33301

Article X – Conducting Affairs of the Corporation

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors, are hereby adopted as part of these Articles of Incorporation:

(a) The Board of Directors from time to time shall determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders.

(b) The directors may prescribe a method or methods for replacement of lost stock certificates, and prescribe reasonable conditions by way of security, upon the issue of new certificates therefor.

(c) Each stockholder of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe for his proportionate share of any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether out of unissued shares authorized by the Articles of Incorporation of the corporation as originally filed or by an amendment thereof, or out of shares of stock of the corporation acquired by it after the issue thereof, and whether issued for cash or otherwise, and each stockholder shall he be entitled to any right of subscription to any thereof; it being the intent hereof that all stockholders shall have preemptive rights to the full extent permitted by law; each stockholder shall be entitled, as a matter of right, to purchase or subscribe for its proportionate share of any obligations which the corporation may issue or sell that may be convertible into or exchangeable for any shares of the stock of the corporation or any class or classes, or to which shall be attached or appurtenant any warrant or warrants, or any instruments or instrument that shall confer upon the holder or holders of such obligations the right to subscribe for or purchase from the corporation any share of its capital stock of any class or classes.

(d) Each and every director and officer of the Corporation shall be indemnified by the Corporation against all costs, expenses and liabilities, including attorneys' fees at all trial and appellate levels reasonably incurred or imposed upon him in connection with any action, suit or proceeding in which he becomes involved by reason of his being or having been a director or officer of the Corporation. The foregoing provision for indemnification shall apply whether or not such person is a director or officer at the time such cost, expense or liability is incurred.

1. To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in the defense of any such action, suit or proceeding, such director or officer shall have an automatic right of indemnity under this Article.

2. In all cases other than those set forth in the foregoing Paragraph (d)(1), indemnification of a director or officer shall be only upon a determination that such indemnification is proper in the circumstances as the director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation. With respect to any criminal action or proceeding, indemnification shall be had only upon the additional determination that such director or officer had no reasonable cause to believe his conduct was unlawful.

3. In the event any such action, suit or proceeding is resolved by settlement, the indemnification provided for in this Article shall not be automatic and shall apply only when such settlement has been properly approved and a determination as set forth in foregoing Paragraph (d)(2) has been made.

4. No indemnification shall be made in respect of any claim, issue or matter as to which a director or officer shall or has been adjudged to be liable for negligence or misconduct in performance of his duty to the Corporation unless, and only to the extent, that the Court in which such action or suit was brought shall determine upon application that despite adjudication of liability, but in view of all circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper. No indemnification shall be made in respect to any claim, issue or matter as to which a director or officer shall have admitted to liability for negligence or misconduct in performance of his duty to the Corporation.

5. The determination required under Paragraph (d)(2) above shall be made:

(i) By the Board of Directors, by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding;

(ii) If such quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs by independent legal counsel in a written opinion; or

(iii) By the shareholders, by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

6. The foregoing right of indemnification provided in this Article shall be in addition to and not exclusive of any and all right of indemnification to which a director officer of the Corporation may be entitled under statute or common law or under any policy of insurance.

(e) Directors may set salaries or other compensation of officers without prior stockholder consent or subsequent stockholder ratification, including setting salaries or other compensation for members of the Board who may also from time to time serve as officers of the corporation.

Article XI – Amendment to Articles

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 having the right to vote on any such amendment, and approved at a stockholders' meeting by a two thirds (2/3) vote of the stock entitled to vote thereon, unless all the directors and all the stockholders entitled to vote thereon sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Fort Lauderdale, Broward County, Florida for the uses and purposes aforesaid this 14th day of November, 2008.

CASEY W. MILLS

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this ____ day of November, 2008, by CASEY W. MILLS, the subscriber to said Articles of Incorporation. CASEY W. MILLS is personally known to me or has produced ______________________________ as identification.

Valeri L Thompson
Notary Public State of Florida

My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
Valeri L. Thompson
Commission # DD691836
Expires: AUG. 20, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping said office open for service of process.

CASEY W. MILLS
Registered Agent

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That SOUTHERN ATLANTIC AVIATION, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Fort Lauderdale, County of Broward, State of Florida, has named CASEY W. MILLS, ESQUIRE as its agent to accept service of process within this state.

ACKNOWLEDGMENT

(Must be signed by designated agent)

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

CASEY W. MILLS, ESQUIRE
(Resident Agent)