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DIVISION OF CORPORATIONS
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 850968 7386088

AUTHORIZATION :

COST LIMIT : \$ 128.75

ORDER DATE : January 7, 2009

ORDER TIME : 3:44 PM

ORDER NO. : 850968-010

CUSTOMER NO: 7386088

RECEIVED
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FILE
CORPORATIONS
DIVISION
TALLAHASSEE, FLORIDA

ARTICLES OF DOMESTICATION

NAME: GREENS WORLDWIDE
INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF DOMESTICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Doreen Wallace - EXT. 2928

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 8, 2009

CSC

SUBJECT: GREENS WORLDWIDE INCORPORATED
Ref. Number: W09000000801

We have received your document for GREENS WORLDWIDE INCORPORATED and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Must submit the correct cover sheet, listing the correct amount for a domestication (\$128.00) and referencing Certification of Domestication.

Please return 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) 245-6934.

Loria Poole
Regulatory Specialist II

Letter Number: 909A00000635

**CERTIFICATE OF DOMESTICATION
OF
GREENS WORLDWIDE INCORPORATED**

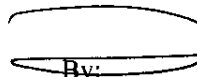
Pursuant to the provisions of Section 607.1801 of the Florida Statutes, the undersigned, Gary Freeman, President of Greens Worldwide Incorporated, a foreign corporation (the "Corporation"), submits the following Certificate for the purpose of becoming domesticated in the State of Florida:

- FIRST: The date on which the Corporation first came into being was October 14, 1992.
- SECOND: The jurisdiction where the Corporation was first formed was the State of Arizona.
- THIRD: The name of the Corporation immediately prior to the filing of this Certificate was Greens Worldwide Incorporated.
- FOURTH: The name of the Corporation will use in the State of Florida, as set forth in its Articles of Incorporation filed with this Certificate, is Greens Worldwide Incorporated.
- FIFTH: Immediately prior to the filing of this Certificate, the principal place of business of the Corporation was located at 501 International Parkway, 5th Floor, Lake Mary, Florida 32746.

This Certificate of Domestication shall become effective as of the close of business on 3 December 2008

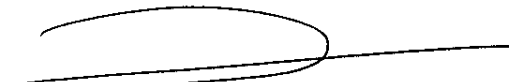
Dated: 12/3/08

GREENS WORLDWIDE INCORPORATED

By: 
Gary Freeman
President

CERTIFICATION

I, Gary Freeman, do hereby certify that I am the President of Greens Worldwide Incorporated, and that I am authorized to sign this Certificate of Domestication on behalf of the Corporation. I further certify that all of the statements in the foregoing instrument are true and correct.


Gary Freeman
President

STATE OF CALIFORNIA)

) SS

COUNTY OF CONTRA COSTA)

On _____, 2008, before me personally appeared Gary Freeman, personally known to me to be the person whose name is subscribed to in the instrument within, and acknowledged that he executed the instrument for the purposes contained in the instrument.

Notary Public
My Commission Expires:

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2009 JAN -8 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GREENS WORLDWIDE INCORPORATED

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: Greens Worldwide Incorporated.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 801 International Parkway, 5th Floor, Lake Mary, Florida 32746.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of all classes of stock that the Corporation shall have authority to issue is 5,005,000,000, divided into two classes. The description of the Corporation's classes of stock, the number of authorized shares allocated to each class and the voting powers, designations, preferences, qualifications, limitations, restrictions and special or relative rights in respect of each class of stock are or shall be as follows:

Section 1. Common Stock. There shall be 5,000,000,000 shares of a class designated Common Stock with a par value of \$0.0001 per share. The holders of shares of Common Stock shall be entitled (i) to vote on all matters at all meetings of the shareholders of the Corporation on the basis of one vote for each share of Common Stock held of record; (ii) subject to any preferential dividend rights applicable to the Preferred Stock, to receive such dividends as may be declared by the Board of Directors; and (iii) in the event of the voluntary, or involuntary, liquidation or winding up of the Corporation, after distribution in full of any preferential amounts to be distributed to holders of shares of Preferred Stock, to receive all of the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the aggregate number of their shares of Common Stock.

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Section 2. Preferred Stock. There shall be 5,000,000 shares of a class designated Preferred Stock, with a par value of \$10.00 per share. The Board of Directors is authorized to issue the Preferred Stock, from time to time, in one or more series. The Board of Directors is further authorized, from time to time, to amend the Articles of Incorporation without shareholder approval, pursuant to Section 607.0602 of the Florida Business Corporation Act, for the purpose of establishing, altering or eliminating in respect of the Preferred Stock and each such series thereof, the following terms and provisions of any authorized and unissued shares of such stock:

- (a) The distinctive serial designation;
- (b) The number of shares of the series, which number may at any time or from time to time be increased or decreased (but not below the number of shares of such series then outstanding);
- (c) The voting powers and, if voting powers are granted, the extent of such voting powers including the right, if any, to elect a director or directors;
- (d) The election, term of office, filling of vacancies and other terms of the directorships of directors, if any, elected by the holders of any one or more classes or series of such stock;
- (e) The dividend rights, if any, including the dividend rate and the dates on which any dividends shall be payable;
- (f) The date from which dividends, if any, on shares issued prior to the date for payment of the first dividend thereon shall be cumulative;
- (g) The redemption rights, if any, redemption price, terms of redemption, and the amount of and provisions regarding any sinking fund for the purchase or redemption thereof;
- (h) The liquidation preference, if any, and the amounts payable on dissolution or liquidation;
- (i) The terms and conditions, if any, under which shares of a series may be converted; and
- (j) Any other terms or provisions that the Board of Directors is authorized by law to fix or alter.

Section 3. Establishment of Series A Convertible Preferred Stock. The Corporation does hereby provide for and authorize the issuance of up to 390,000 shares of the Preferred Stock, par value \$10.00 per share, of the Corporation, to be designated "Series A Convertible Preferred Stock" of the presently authorized but unissued shares of Preferred Stock. The voting powers, designations, preferences, and relative, participating, optional or other special rights of

the Series A Convertible Preferred Stock authorized hereunder and the qualifications, limitations and restrictions of such preferences and rights are as follows:

(a) Stated Value. The stated value per share of Series A Convertible Preferred Stock shall be \$10.00 per share.

(b) Dividends. The Series A Convertible Preferred Stock shall not be entitled to any dividends or distributions.

(c) Redemption. The Series A Convertible Preferred Stock shall not be entitled to be redeemed.

(d) Liquidation Preference. The Series A Convertible Preferred Stock shall have no liquidation preference with respect to the common stock, \$0.0001 par value, of the Corporation ("Common Stock") or any other stock of the Corporation, in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or due to any other event or occurrence.

(e) Funds. The Series A Convertible Preferred Stock shall not be subject to the operation of any purchase, retirement or sinking fund.

(f) Conversion Rights. The holders of shares of Series A Convertible Preferred Stock shall have the following conversion rights:

(1) Right to Convert. Subject to the terms and conditions of this Section 3, the holder of any share of Series A Convertible Preferred Stock shall have the right, at its option at any time, to convert any such share of Series A Convertible Preferred Stock into 640 fully paid and non-assessable shares of Common Stock or, in case an adjustment (an "Adjustment") has taken place pursuant to the further provisions of this Section 3, then as last adjusted and in effect at the date any share or shares of Series A Convertible Preferred Stock are surrendered for conversion. Such rights of conversion shall be exercised by the holder thereof by giving written notice that the holder elects to convert a stated number of shares of Series A Convertible Preferred into Common Stock and by surrender of a certificate or certificates for the shares so to be converted to the Corporation at its principal office (or such other office or agency of the Corporation as the Corporation may designate by notice in writing to the holders of the Series A Convertible Preferred Stock) at any time during its usual business hours on the date set forth in such notice, together with a statement of the name or names (with address) in which the certificate or certificates for shares of Common Stock shall be issued.

(2) Issuance of Certificates: Time Conversion Effected. Promptly after receipt of the written notice referred to in Section 3(f)(1) and surrender of the certificate or certificates for the share or shares of Series A Convertible Preferred Stock to be converted, the Corporation shall issue and deliver, or cause to be issued and delivered, to the holder, registered in such name or names as such holder may direct, a certificate or certificates for the number of whole shares of Common Stock issuable upon the conversion of such share or shares of Series A Convertible Preferred Stock. To the extent permitted by law, such conversion shall be deemed to

have been effected as of the close of business on the date on which such written notice shall have been received by the Corporation, and the certificate or certificates for such share or shares shall have been surrendered as aforesaid, and at such time the rights of the holder of such share or shares of Series A Convertible Preferred shall cease, and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares represented thereby.

(3) Fractional Shares; Dividends; Partial Conversion. No fractional shares shall be issued upon conversion of Series A Convertible Preferred Stock into Common Stock, and no payment or adjustment shall be made upon any conversion on account of any cash dividends on the Common Stock issued upon such conversion. In case the number of shares of Series A Convertible Preferred Stock represented by the certificate or certificates surrendered pursuant to Section 3(f)(1) exceeds the number of shares converted, the Corporation shall, upon such conversion, execute and deliver to the holder, at the expense of the Corporation, a new certificate or certificates for the number of shares of Series A Convertible Preferred Stock represented by the certificate or certificates surrendered which are not to be converted. If any fractional share of Common Stock would, except for the provisions of the first sentence of this Section 3(f)(3), be delivered upon such conversion, the Corporation, in lieu of delivering such fractional share, shall pay to the holder surrendering the Series A Convertible Preferred Stock for conversion, an amount in cash equal to the current market price of such fractional share as determined in good faith by the Board of Directors of the Corporation.

(4) Adjustment of Price for Stock Splits and other Subdivision and Combinations. In case the Corporation shall at any time subdivide or combine (by any stock split, stock dividend or otherwise) its outstanding shares of Common Stock into a greater or lesser number of shares, or shall declare a dividend or make any other distribution upon any stock of the Corporation payable in Common Stock (except for dividends or distributions upon Common Stock), or shall otherwise issue Common Stock for no consideration, then the number of shares of Common Stock into which the Series A Convertible Preferred Stock may be converted will be adjusted appropriately.

(5) Record Date. In case the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to receive a dividend or other distribution payable in Common Stock, then such record date shall be deemed to be the date of the issue or sale of the shares of Common Stock deemed to have been issued or sold upon the declaration of such dividend or the making of such other distribution or the date of the granting of such right of subscription or purchase, as the case may be.

(6) Reorganization or Reclassification. If any capital reorganization or reclassification of the capital stock of the Corporation shall be effected in such a way that holders of Common Stock shall be entitled to receive stock, securities or assets with respect to or in exchange for Common Stock, then, as a condition of such reorganization or reclassification, lawful and adequate provisions shall be made whereby each holder of a share or shares of Series A Convertible Preferred Stock shall thereupon have the right to receive, upon the basis and upon the terms and conditions specified herein and in lieu of the shares of Common

Stock immediately theretofore receivable upon the conversion of such share or shares of Series A Convertible Preferred Stock, such shares of stock, securities or assets as may be issued or payable with respect to or in exchange for a number of outstanding shares of such Common Stock equal to the number of shares of such Common Stock immediately theretofore receivable upon such conversion had such reorganization or reclassification not taken place, and in any such case appropriate provisions shall be made with respect to the rights and interests of such holder to the end that the provisions hereof (including without limitation provisions for Adjustments) shall thereafter be applicable, as nearly as may be, in relation to any shares of stock, securities or assets thereafter deliverable upon the exercise of such conversion rights.

(7) Notice of Adjustment. Upon any Adjustment, then and in each such case the Corporation shall give written notice thereof, by delivery in person, certified or registered mail, return receipt requested, telecopier or telex, addressed to each holder of shares of Series A Convertible Preferred Stock at the address of such holder as shown on the books of the Corporation, which notice shall state the adjustment resulting from such Adjustment, setting forth in reasonable detail the method upon which such calculation is based.

(8) Issue Tax. The issuance of certificates for shares of Common Stock upon conversion of Series A Convertible Preferred Stock shall be made without charge to the holders thereof for any issuance tax in respect thereof, provided that the Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of any certificate in a name other than that of the holder of the shares of Series A Convertible Preferred Stock which are being converted.

(g) Voting Rights.

(1) The holders of the shares of the Series A Convertible Preferred Stock, voting separately as a single class, shall have the right to elect at last one-half of the members of the Board of Directors of the Corporation at any time, plus one more member (collectively, the "Preferred Directors"), and shall vote on an as-converted basis with the holders of Common Stock on all matters placed before the holders of Common Stock. If a Preferred Director dies, resigns, is removed or ceases to serve for any reason, his replacement shall be elected by the holders of the Series A Convertible Preferred Stock, voting separately as a single class, in person or by proxy at a meeting called for such purpose (or by written consent in lieu of such meeting) within 30 days after such Preferred Director ceases to serve. A Preferred Director may be removed as a director at any time, with or without cause, by the affirmative vote of the then outstanding shares of Series A Convertible Preferred Stock, voting separately as a single class, in person or by proxy, at a meeting called for such purpose (or by written consent in lieu of such meeting).

(2) So long as any shares of Series A Convertible Preferred Stock shall be outstanding, the Corporation shall not, without approval by the vote or written consent of the holders of the outstanding shares of Series A Convertible Preferred Stock, voting separately as a single class, take any of the following actions:

(i) effect the sale, lease, license or other disposition of all or substantially all of the Corporation's assets, or which results in the holders of the Corporation's capital stock prior to the transaction owing less than 50% of the voting power of the Corporation's capital stock after the transaction;

(ii) authorize any merger, consolidation or share exchange between the Corporation and another entity;

(iii) authorize the voluntary or involuntary liquidation, dissolution or winding up of the Corporation or its business; or

(iv) issue any new shares of Series A Convertible Preferred Stock or securities convertible into or exercisable for Series A Convertible Preferred Stock.

(h) Exclusion of Other Rights. Except as may otherwise be required by law, the shares of Series A Convertible Preferred Stock shall not have any preferences or relative, participating, optional or other special rights other than those specifically set forth in this resolution and in the Articles of Corporation of the Corporation.

Section 4. Provisions Applicable to Both Common and Preferred Stock. Except as otherwise provided in these Articles of Amendment to the Articles of Incorporation, no holder of shares of any class of stock of the Corporation shall be entitled, as a matter of right, to purchase or subscribe for any shares of any class of stock of the Corporation, whether now or hereafter authorized. The Board of Directors shall have authority to fix the issue price and to determine the consideration to be received with respect to any and all shares of any class or series of stock of the Corporation.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have one (1) Director initially.

Gary Freeman
801 International Parkway, 5th Floor
Lake Mary, Florida 32746

ARTICLE VIII
INCORPORATOR

The name address of the person signing these Articles of Incorporation as the Incorporator is Paul Taylor, 980 North Federal Highway, Suite 216, Boca Raton, Florida 33432.

ARTICLE IX
INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

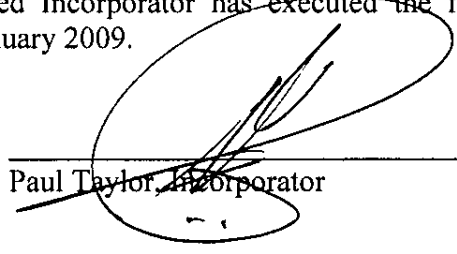
ARTICLE X
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 6th day of January 2009.



Paul Taylor, Incorporator

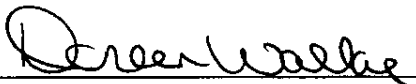
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE FOR PROCESS**

GREENS WORLDWIDE INCORPORATED, a corporation existing under the laws of the State of Florida with its principal office and mailing address at 801 International Parkway, Lake Mary, Florida 32746 has named Corporation Service Company whose address is 1201 Hays Street, Tallahassee, Florida 32301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

CORPORATION SERVICE COMPANY

By: 
Doreen Wallace

**Doreen Wallace
Assistant Vice President**

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