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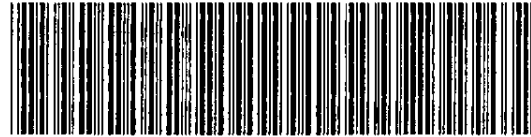
(Business Entity Name)

(Document Number)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

11 MAY 11 PM 3:04

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D. BRUCE

MAY 12 2011

EXAMINER

ENTREPRENEURSHIP
LAW FIRM, P.L.
Advising Business Owners



May 10, 2011

VIA FEDEX

Secretary of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Conversion of Ground Flights, LLC, into Ground Flights, Inc., a Florida corporation

Dear Sir/Madam:

Enclosed please find: (A) the original signed Certificate of Conversion and Articles of Incorporation to convert Ground Flights, LLC, into Ground Flights, Inc., a Florida corporation; and (B) two checks, one in the amount of \$70.00 and the other in the amount of \$35.00, to cover the filing fees. Please file the Certificate of Conversion and the Articles of Incorporation and send notification of same to 930 Woodcock Rd, Ste. 223, Orlando, FL 32803.

If you have any questions or need further information, please call me at (407) 649-7777. Thank you for your assistance.

Very truly yours,

Edward R. Alexander, Jr.

Enclosures.


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TALLAHASSEE, FLORIDA


Certificate of Conversion
for the conversion
of
Ground Flights, LLC
a Florida limited liability company,
into
Ground Flights, Inc.
a Florida corporation

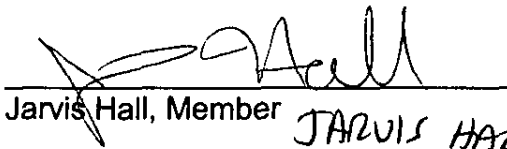
Ground Flights, LLC, a Florida limited liability company (the "**Company**"), files this Certificate of Conversion pursuant to Sections 608.4401 and 607.1112, Florida Statutes, to convert the Company into a Florida corporation, and states as follows:

1. The name of the Company is Ground Flights, LLC. *L10000023125*
2. The Company is a Florida limited liability company and was formed on March 1, 2010.
3. The conversion of the Company into Ground Flights, Inc., was adopted and approved by the managers and all of the members of Ground Flights, LLC on May 9, 2011.
4. As of the effective date of this Certificate of Conversion the limited liability company shall be converted into Ground Flights, Inc., a Florida corporation (the other business entity), in accordance with the Articles of Incorporation of Ground Flights, Inc., attached hereto, and the Plan of Conversion adopted by the managers and all of the members of the Company.
5. The effective date of this Certificate of Conversion shall be the filing date.

Executed as of this 9 day of May, 2011


Jason Goldberg, Member *JASON GOLDBERG*

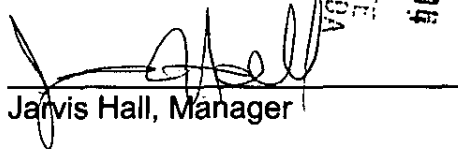

Thomas Duffy, Member


Jarvis Hall, Member *JARVIS HALL*

Ground Flights, LLC


Jason Goldberg, Manager


Thomas Duffy, Manager


Jarvis Hall, Manager

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STATE OF FLORIDA

ARTICLES OF INCORPORATION OF GROUND FLIGHTS, INC.

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

Article I. Name

The name of this corporation (the "**Corporation**") shall be:
GROUND FLIGHTS, INC.

Article II. Principal Office

The address of the principal office is and the mailing address of the Corporation is: 3218 E. Colonial Drive, Suite G, Orlando, FL 32803.

Article III. Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation 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.

Article IV. Capital Stock

Section 1. Capital Stock. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is nine million (9,000,000) shares in two classes, common stock and preferred stock.

Section 2. Common Stock. The maximum number of shares of common stock (the "**Common Stock**") that this Corporation is authorized to issue and have outstanding at any one time is seven million (7,000,000) shares. The Common Stock shall have a par value of \$0.0001 per share and the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this Article IV.

Section 3. Preferred Stock. The maximum number of shares of preferred stock (the "**Preferred Stock**") that this Corporation is authorized to issue and have outstanding at any one time is two million (2,000,000) shares. The Preferred Stock shall have a par value of \$0.0001 per share. The Preferred Stock may be designated in one or more series and shall have such rights, preferences, privileges and restrictions, in whole or in part, as the Board of Directors may establish, subject only to the limitation and conditions imposed by Section 607.0602 of the Florida Business Corporation Act.

Section 4. Voting. Subject to the superior rights, preferences, privileges and restrictions of the Preferred Stock as may be established, from time to time, in accordance with Section 3 of this Article IV, the holders of all series and classes of the capital stock of the Corporation shall be entitled to one vote per share held for all matters upon which shareholders have the right to vote.

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TALLAHASSEE, FLORIDA

Section 5. Dividends. Subject to the superior rights, preferences, privileges and restrictions of the Preferred Stock as may be established, from time to time, in accordance with Section 3 of this Article IV, the holders of all series and classes of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 6. Liquidation. Subject to the superior rights, preferences, privileges and restrictions of the Preferred Stock as may be established, from time to time, in accordance with Section 3 of this Article IV, upon the liquidation of the Corporation the holders of all series and classes of the capital stock of the Corporation shall be entitled to participate on a *pari passu* basis according to the number of shares of capital stock of the Corporation held by such holders.

Section 7. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

Article V. Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

Article VI. Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 3218 E. Colonial Drive, Suite G, Orlando, FL 32803 and the name of the initial registered agent of this Corporation at that address is Jason Goldberg.

Article VII. Directors

Section 1. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

Section 2. Directors, as such, shall receive such compensation for their services, if any, as may be set, from time to time, by the Board of Directors at any meeting thereof. The Board of Directors may authorize and require the payment by the Corporation of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 3. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefore.

Section 4. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders

of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

Section 5. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

Article VIII. Incorporator

The name and street address of the incorporator signing these Articles is:

Name

Jason Goldberg

Street Address

3218 E. Colonial Drive, Suite G
Orlando, FL 32803

Article IX. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

Article X. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

Article XI. Shareholders' Agreements

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

Article XII. Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 (affiliated transactions).

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CLERK OF DISTRICT COURT
JULIANNE STEPHENSON
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of May, 2011.



Jason Goldberg

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of **Ground Flights, Inc.**



Jason Goldberg

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TALLAHASSEE, FLORIDA