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FLORIDA PROFIT/NON PROFIT CORPORATION
JETPRO AIR CORPORATION

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**ARTICLES OF INCORPORATION
OF
JETPRO AIR CORPORATION**

ARTICLE I - NAME

The name of this Corporation shall be:

JETPRO AIR CORPORATION

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the Laws of the United States and the State of Florida. This includes, but is not limited to: providing aeronautic services and consulting; sales and rental of aircraft; rental and sales of aircraft parts; aircraft fleet administration; provision of aircraft crews and technical assistance; import/export of any type of equipment, parts or accessories, whether or not related to aeronautics activities, among others. The Corporation may also act as purchasing agent for goods, services, merchandise and/or other consideration, whether issued directly or through or in combination with third parties, domestic or foreign.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue two thousand (2,000) shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of the Corporation. Holders of common stock are entitled

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to one vote per share, and there shall be no cumulative voting. Holders of all common stock classes shall have preemptive rights to the Corporation's securities.

ARTICLE VI – PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his/her pro-rata share thereof – as nearly as may be done without the issuance of fractional shares – at the price at which it is offered to others.

ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT

The initial place of business, mailing address and registered office of this Corporation is:

6431 Main Street
111
Miami Lakes, Florida 33014

The name of the initial registered agent of this Corporation is:

JORGE M. PAREDES ALFONZO
6431 Main Street
111
Miami Lakes, FL 33014

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ARTICLE VIII – INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three directors. The number of Directors may be increased or decreased from time to time according to the by-laws of the Corporation. The names and addresses of the initial Board of Directors are:

JORGE M. PAREDES ALFONZO
6431 Main Street
111
Miami Lakes, Florida 33014

YAJAIRA SANDOVAL G.
Edificio Don Arturo No. 33
Manzanares Este
Urb. Manzanares Caracas 1080
Estado Miranda ,Venezuela

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VERONICA PAREDES SANDOVAL

6431 Main Street

111

Miami Lakes, Florida 33014

ARTICLE IX - BY LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INCORPORATOR

The individual who is incorporating this Corporation is:

JORGE M. PAREDES ALFONZO

6431 Main Street

111

Miami Lakes, Florida 33014

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE XI - RESTRICTION OF TRANSFER OF STOCK**

Shares of capital stock of this Corporation shall be issued initially to the following individuals in the amount indicated:

Shareholder Jorge M. Paredes Alfonzo.
Number of Shares 1,000 (One Thousand)

Shareholder Yajaira Sandoval G.
Number of Shares 500 (Five Hundred)

Shareholder Veronica Paredes Sandoval
Number of Shares 500 (Five Hundred)

Shares held by the initial shareholders listed above may not be resold or otherwise ---

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transferred to other persons unless such shares are first offered to the remaining——shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold, shall be further specified by written —— agreement among all of the shareholders and the Corporation.

ARTICLE XII - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is not less than Two Thousand Dollars (\$ 2,000).

ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed, under the direction of the share —— holders of the Corporation.

ARTICLE XIV - POWERS

The Corporation shall have all the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV - DIRECTORS AND COMPENSATION

The shareholders of the Corporation shall have the exclusive authority to fix the compensation of Directors of the Corporation.

ARTICLE XVI - REMOVAL OF DIRECTORS

The shareholders of the Corporation shall not be entitled to remove any Directors from office during his/her term.

ARTICLE XVII - LIMITATION OF POWERS OF COMMITTEES

In addition to other limitations imposed by Law, no committee of Directors of the Corporation shall have the right or exercise the power of the Board of Directors to authorize any merger or dissolution.

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ARTICLE XVIII – DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors present, or, if a Director or Directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XIX – MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by Law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XX – REDUCTION IN STATED CAPITAL

The stated capital of the Corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XXI – INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by Law.

ARTICLE XXII – SUB CHAPTER "S" and SECTION 1244 STOCK

It is the intention of the undersigned incorporator to consent to the election under Internal Revenue Code Section 1372 (a) and to be treated as a "Small Business Corporation", and the Plan to issue Section 1244 stock in connection therewith, shall be set forth in the bylaws of the Corporation.

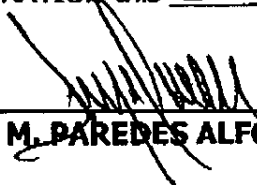
ARTICLE XXIII – AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and/or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these ARTICLES OF INCORPORATION this Seventh day of September, 2011.


JORGE M. PAREDES ALFONZO

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

Before me, a Notary Public authorized to take acknowledgements in The State and County set forth above, personally appeared:

JORGE M. PAREDES ALFONZO, IDENTIFIED WITH Venezuelan ID Card
No. V-5893803

Known to me and known by me to be the person who executed the foregoing ARTICLES OF INCORPORATION and who acknowledged before me the execution of the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official seal in the State and County of Miami-Dade

aforesaid, this 7th day of September, 2011.



NOTARY PUBLIC-STATE OF FLORIDA
 Elizabeth Carrillo
 Commission # DD914891
 Expires: AUG. 09, 2013
 BONDED WITH ATLANTIC BONDING CO., INC.

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