

**Electronic Articles of Incorporation
For**

P13000099254
FILED
December 11, 2013
Sec. Of State
mdickey

BUFFALO AIRWAYS USA, INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BUFFALO AIRWAYS USA, INC

Article II

The principal place of business address:

7110 AIRPORT ROAD
STARKE, FL. US 32091

The mailing address of the corporation is:

7110 AIRPORT ROAD
STARKE, FL. US 32091

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

DONALD A DEYO
7110 AIRPORT ROAD
STARKE, FL. 32091

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: DONALD A. DEYO

Article VI

The name and address of the incorporator is:

EDWARD M. BOOTH, JR.
ONE INDEPENDENT DRIVE
SUITE 1650
JACKSONVILLE, FL 32202

Electronic Signature of Incorporator: EDWARD M. BOOTH, JR.

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PSD
WILSON C MCBRYAN
108 BERRY STREET
YELLOWKNIFE, NT. X1A 2-R3 CA

Title: VP
DAVID E FORBES
108 BERRY STREET
YELLOWKNIFE, NT. X1A 2-R3 CA

Article VIII

The effective date for this corporation shall be:

12/11/2013

12/2/2013 10:23 AM 352 473 0090 AIRGROUP, INC. PAGE 03/8
P13000099254
Buffalo Airways USA LLC.

Hanger & Shops: 7110 Airport Road, Starke, FL 32091
Tel: 352 473 0090 fax: 352 473 0097 e-mail: buffalousa@att.net

12 Dec. 13

DOS FL.
Maryanne Dickey
Regulatory Specialist III
New Filing section

Maryanne,

In regards to your 12 Dec. 13 e-mail Buffalo Airways USA, Inc. Doc # W13000067939 tracking # 700254640517.

Buffalo Airways USA LLC. Doc # L12000133063 is the same entity we are changing status from an LLC to an INC.

It is our intent to discontinue the LLC as soon as the INC. is in place.

The principals are the same in both entities so please proceed with the filing process for Buffalo Airways USA INC.

On completion of the filing you may proceed to discontinue the LLC.

Should you require any additional action from our end please advise by return e-mail or fax, I can also be reached by phone at 352 473 0090.

D A Deyo

Respectfully, D. A. Deyo Registered Agent Buffalo Airways USA LLC.