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(Address) MIAMI, FLORIDA 33174 (305)552-5973	
(City, State, Zip) (Phone #)	
LOCAL REPRESENTATIVE TALLAHASSEE	OFFICE USE ONLY
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CORPORATION NAME(S) & DOCUMENT NUM	IBER(S) (if known):
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ARTICLES OF INCORPORATION TALLAHADSLE, FLORIDA

OF

SWIFT AIRWAYS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be SWIFT AIRWAYS, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be

3778 N.W. 13th St. Miami, FL. 33126

ARTICLE III

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation shall be authorized to have a maximum of 75 shares of stock outstanding at one time. The share of stock authorized shall have a par value of \$100.00 per share.

ARTICLES OF INCORPORATION SWIFT AIRWAYS, INC. PAGE 2

Every original incorporating stockholder upon the sale for cash, property or services or new shares or shares authorized but unissued, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others, which price in case of par value shares may be in excess of par.

The transfer of shares may be restricted as provided for in the By-Laws as adopted by stockholders or by other agreement between the parties thereto.

ARTICLE V

AMOUNT OF CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than \$500.00.

ARTICLE VI

TIME OF EXISTENCE

This corporation shall commence as of the date of filing of these Articles with the Secretary of State and shall have power to have succession by its corporate name perpetually.

ARTICLE VII

INITIAL REGISTERED AGENT

The Street Address of the Initial Registered Office of this Corporation is 3778 N.W. 13th St., Miami, FL. 33126 and the name of the Initial Registered Agent of this Corporation at that address is LUIS CASTILLO.

ARTICLES OF INCORPORATION SWIFT AIRWAYS, INC. PAGE 3

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

LUIS CASTILLO

3778 N.W. 13th St. Miami, FL. 33126

ARTICLE IX

INCORPORATORS

The name and address of the person signing these Articles is:

LUIS CASTILLO

3778 N.W. 13th St.

Miami, FL. 33126

ARTICLE X

BYLAWS

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

ARTICLE XI

AMENDMENTS

The 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, and approved at a Stockholders' meeting, unless all the Directors and all the

ARTICLES OF INCORPORATION SWIFT AIRWAYS, INC. PAGE 4

Stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

LUIS CASTILLO

STATE OF FLORIDA)

(COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared LUIS CASTILLO, well known to me to be the person who voluntarily executed the foregoing Articles of Incorporation and who executed same for the purposes stated therein.

SWORN TO AND SUBSCRIBED before me, this ______ day of

bruary, 1995, at Miami, Dade County, Florida.

Julouio,/1gela

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON LORIDA WHOM SERVICE OF PROCESS MAY BE EFFECTIVE

In compliance with Section 607.034 of the Florida Statutes, the following is submitted:

That SWIFT AIRWAYS, INC., desiring to organize under the laws of the State of Florida, with its principal place of business in the City of Miami, County of Dade, State of Florida, has named LUIS CASTILLO, located at 3778 N.W. 13th St., City of Miami, County of Dade, State of Florida, as its agent to accept service of process within the State of Florida.

<u>ACKNOWLEDGMENT</u>

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

Dated this 23 day of Selsucary, 1995.

LUIS CASTILLO

RESIDENT & REGISTERED AGENT