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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PLANE TALK, INC.
FAX AUDIT NUMBER: H95000002991
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAR 16 1995

**ARTICLES OF INCORPORATION
OF
PLANE TALK, INC.**

⑥

**ARTICLE I
CORPORATE NAME**

The name of the Corporation shall be:
Plane Talk, Inc.

**ARTICLE II
NATURE OF CORPORATE BUSINESS**

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

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

MMR Division, Region
20001 Alameda Blvd. 4-400
Miami, Florida 33180
Tel: (305) 331-1512
Florida Bar No.: 275834

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TALLAHASSEE, FLORIDA

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

MARC MINERBAUM, ESQUIRE
20801 Biscayne Boulevard
Suite 400
Miami, Florida 33180

The Corporation's principal office shall be

920 43rd Court
Miami Beach, Florida 33140

ARTICLE V

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Board of Directors. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI

INITIAL DIRECTORS

The names and post office addresses of the first Directors of the Corporation are:

NAME	ADDRESS
Burton Zarrold	920 43rd Court Miami Beach, Florida 33140

**ARTICLE VII
INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

NAME

Marc Birnbaum, Esquire

ADDRESS

20801 Biscayne Boulevard
Suite 400
Miami, Florida 33140

**ARTICLE VIII
COMMENCEMENT DATE**

Corporate existence will commence upon filing.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

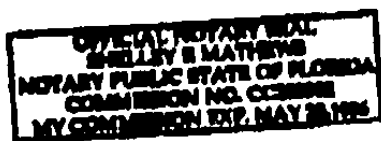


Marc Birnbaum (SEAL)

STATE OF FLORIDA)
COUNTY OF DADE) ss.

I HEREBY CERTIFY that the foregoing instrument was

acknowledged before me this 18th day of March, 1995 by **MARC BIRNBAUM** who is personally known to me.



Shelby R. Matthews
NOTARY PUBLIC

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said DESIGNATION.

M-B

Marc Birnbaum, P.A.

March 18, 1995

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