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OF COUNSEL

April 13, 1995

Florida Department of State
Division of Corporations
New Filing Section
P.O. Box 6327
Tallahassee, Florida 32314

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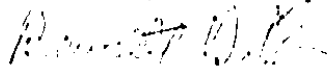
RE: VOYAGE AIR, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above-named corporation together with a copy, and our check No. 22492 in the amount of \$131.25 which represents your fee for a profit corporation.

Thank you for your cooperation in this matter. I await receipt of your certificate as soon as possible.

Sincerely,



BENNETT D. FULTZ
BFD/drj

APR 24 1995 BSB

FILED
APR 19 11:09:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encl: as stated

**ARTICLE OF INCORPORATION
OF
VOYAGE AIR, INC.**

FILED
95 APR 19 AM 10:32

The undersigned subscriber to these Articles of Incorporation of **VOYAGE AIR, INC.**, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I-NAME

The name of the corporation is **VOYAGE AIR, INC.**

ARTICLE II-NATURE OF BUSINESS

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

ARTICLE III-CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is One Hundred (100) shares, a \$1.00 per share. All such shares are of one class and are common stock.

ARTICLE IV-TERMS OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE V-ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 4201 North Andrews Avenue, Oakland Park, Florida 33309. The registered agent of the corporation will be **JEAN REYNOLDS ELIASSAINT**, and for the purposes of receiving service of process the registered office of this corporation is 900 N.E. 89 Street, Miami, Florida 33138.

ARTICLE VI-INITIAL DIRECTORS

This corporation shall have three directors initially. (ALL BEING NATURAL PERSON OVER 18 YEARS OLD). The number of directors may be increased or diminished from time to time as provided by by-laws adopted by the stockholders.

ARTICLE VII-INITIAL DIRECTORS

The names and post office addresses of the members of the first board of directors are:

NAME AND ADDRESSES

POSITION

Jean Reynolds Eliassaint
900 N.E. 89 Street
Miami, Florida 33138

President/Treasurer

Magalie Joseph
561 N.E. 79 Street, Suite 215
Miami, Florida 33138

Vice-President

Tina Pierre
14735 N.W. 10 Court
Miami, Florida 33168

Secretary

ARTICLE VIII-SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation, the number of shares of stock is agree to take and the value of the consideration thereof:

NAME AND ADDRESS:

SHARES

CONSIDERATION

Instutech of South Florida, Inc.
4201 North Andrews Avenue
Oakland Park, Florida 33309

100

\$100.00

ARTICLE IX-AMENDMENT

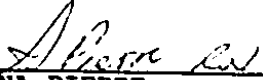
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by it to the stockholders, and approved by

the board of directors, at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all directors and all the stockholders signed a written statement manifesting their intention that a certain amendment of these articles of incorporation is made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named for the purposes of forming a corporation to do business in the State of Florida, do make and file these Articles of Incorporation hereby declaring and certifying the facts and things contained therein are true and agree to take the number of shares hereinabove set forth, hereunto set their hands and seal this 12 day of April, 1995.


JEAN REYNOLDS ELIASSAINT
President/Treasurer


MAGALIE JOSEPH
Vice-President


TINA PIERRE
Secretary

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLE OF INCORPORATION**

I, JEAN REYNOLDS ELIASSAINT hereby am familiar with an accept the duties and responsibilities as registered agent for said corporation.


JEAN REYNOLDS ELIASSAINT

