

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 610190 108972A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : June 5, 1995

ORDER TIME : 3:33 PM

ORDER NO. : 610190

900001505888

CUSTOMER NO: 108972A

CUSTOMER: Mr. A. Wayne Lackey
MR. A. WAYNE LACKEY

Post Office Box 810573

Boca Raton, FL 33481-0573

EFFECTIVE DATE

JUN - 1 1995

DOMESTIC FILING

NAME: FUNJET AIRLINES, INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXXXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN JUN - 7 1995

FILED
95 JUN - 6 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FUNJET AIRLINES, INC.

FILED
95 JUN -6 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is FunJet Airlines, Inc. (the "Corporation").

ARTICLE II

The principal office address is 8090 Twin Lake Drive, Boca Raton, Florida 33496.

The mailing address is P.O. Box 810573, Boca Raton, Florida, 33481-0573.

EFFECTIVE DATE

ARTICLE III

JUN - 1 1995

The Corporation is authorized to issue ten million (10,000,000) shares of common stock, par value \$.01 (one cent) per share.

ARTICLE IV

The street address of the initial registered office of the Corporation is 1515 S.E. 17th Street, Suite 101, Ft. Lauderdale, Florida, 33316, and the registered agent at that address is A. Wayne Lackey.

ARTICLE V

The name and address of the Incorporator of the Corporation is A. Wayne Lackey, 8090 Twin Lake Drive, Boca Raton, Florida, 33496.

ARTICLE VI

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of Florida Statutes.

ARTICLE VII

The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Dylaws, but shall never be less than one. The name and address of the initial director of the Corporation is A. Wayne Lackey, 8090 Twin Lake Drive, Boca Raton, Florida, 33496.

ARTICLE VIII

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE IX

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE X

The corporate existence of the Corporation shall commence on June 1, 1995.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of June, 1995.

WITNESSES:

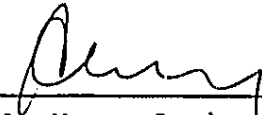
Michelle Miles
Kimberly Adams

A. Wayne Lackey
A. Wayne Lackey
Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

FILED
95 JUN -6 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY accept the appointment of registered agent contained in the foregoing Articles of Incorporation of FunJet Airlines, Inc., and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


A. Wayne Lackey
President
FunJet Airlines, Inc.