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in offices of
Roger V. Rigau
ATTORNEYS AT LAW
3822 N TAMPA STREET
TAMPA FLORIDA 33603
TELEPHONE 223-2081
FAX 223-2081

ABEL H. RIGAU
(1922-1982)
ROGER V. RIGAU

GENERAL PRACTICE
PERSONAL INJURY & WRONGFUL
DEATH
CRIMINAL LAW
FAMILY LAW

August 30, 1995

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL

600001576586
-03/05/95--01003--005
***122.50 ***122.50

Re: BUCCANEER AIRLINES, INC.

Gentlemen:

Please find enclosed the original and one copy of the proposed Articles of Incorporation in the above matter, together with Designation of Resident Agent. Also enclosed is my check in the amount of \$122.50 for filing same.

If there is anything further you require, please do not hesitate to contact me.

Sincerely,

Roger V. Rigau
ROGER V. RIGAU

RVR/be
Enclosures - As indicated

FILED
95 SEP -5 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*RVR
9-6-95*

ARTICLES OF INCORPORATION
OF
BUCCANEER AIRLINES, INC.

FILED

95 SEP -5 AM 9:34

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is BUCCANEER AIRLINES, INC.

ARTICLE II

The corporation shall have perpetual existence commencing on the date of filing these Articles with the Department of State.

ARTICLE III

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

ARTICLE IV

The initial post office address of the principal office of this corporation in the State of Florida is 3922 North Tampa Street, Tampa, FL. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE V

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares" which shall be allotted as follows:

NAME	ADDRESS	SHARES
Roger V. Rigau	226 Lakeside Drive, Lutz, FL	250
Kenneth Henriquez	4924 Chariton, Tampa, FL	250

ARTICLE VI

The name and address of the registered agent is Roger V. Rigau, 3922 North Tampa Street, Tampa, FL 33603.

ARTICLE VII

This corporation is to exist perpetually.

ARTICLE VII

The corporation shall be governed by a Board of Directors of no less than one nor more than ten directors. The number of

Directors herein provided for may be increased or decreased within these limits at any regular or special meeting of the Directors.

ARTICLE VIII

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Roger V. Rigau	226 Lakeside Drive, Lutz, FL 33549
Kenneth Henriquez	4924 Chariton, Tampa, FL
Sharon Henriquez	4924 Chariton, Tampa, FL
Kathy Rigau	226 Lakeside Drive, Lutz, FL

ARTICLE IX

The name and post office address of the President, Vice-President, Secretary and Treasurer is:

Roger V. Rigau, 226 Lakeside Drive, Lutz, FL	President
Kenneth Henriquez, 4924 Chariton, Tampa, FL	Vice-President
Sharon Henriquez, 4924 Chariton, Tampa, FL	Secretary
Kathy N. Rigau, 226 Lakeside Drive, Lutz, FL	Treasurer

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, unless all the Directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The names and addresses of the Incorporators signing these Articles are Roger V. Rigau, Kenneth Henriquez, Sharon Henriquez and Kathy N. Rigau.

IN WITNESS WHEREOF we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 22nd day of July, August 1995.

Roger V. Rigau
ROGER V. RIGAU

Kenneth Henriquez
KENNETH HENRIQUEZ

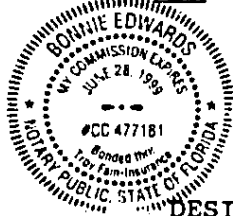
Sharon Henriquez
SHARON HENRIQUEZ

Kathy N. Rigau
KATHY N. RIGAU

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEPEBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above to take acknowledgements, personally appeared ROGER V. RIGAU, KENNETH HENRIQUEZ, SHARON HENRIQUEZ and KATHY N. RIGAU, known to be the persons described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 22nd day of August, 1995.



Bonnie Edwards
NOTARY PUBLIC
State of Florida
My Commission Expires:

DESIGNATION OF RESIDENT AGENT

The initial Resident Agent of this corporation will be Roger V. Rigau, and said Resident Agent's address for service of process will be 3922 North Tampa Street, Tampa, FL.

I, ROGER V. RIGAU, do hereby accept appointment as Resident Agent for BUCCANEER AIRLINE, INC.

Roger V. Rigau
ROGER V. RIGAU
Resident Agent

Roger V. Rigau
ROGER V. RIGAU
Attorney at Law
3922 North Tampa Street
Tampa, Florida 33603
(813) 223-2081

FILED
95 SEP -5 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA