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LAW OFFICES
HONIGMAN MILLER SCHWARTZ AND COHN

A PARTNERSHIP WITH AN OFFICE IN EACH OF THE FOLLOWING CITIES

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FRANKIE SMITH
Legal Assistant

DIRECT DIAL NUMBER
(407) 648-7446

WEST PALM BEACH, FLORIDA
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LANSING, MICHIGAN
HOUSTON, TEXAS
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September 8, 1995

VIA FEDERAL EXPRESS

Mr. John Hall
Hall's Air Freight & Delivery Service
464 East Freddie Martin Drive
Tallahassee, Florida 32301

100001158:1411
-03/11/95---01003---0017
****245.00 ****122.50

Re: *Air XS, Inc.*
International Resource Opportunity Center Incorporated

Dear John:

Enclosed please find one original and one (1) copy of the Articles of Incorporation of both **Air XS, Inc.** and **International Resource Opportunity Center Incorporated.**

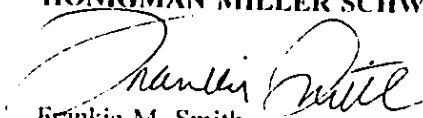
Also enclosed is this firm's check in the amount of \$245.00 representing the \$35.00 filing, the \$35.00 fee for designation of and acceptance by the Registered Agent, and the \$52.50 fee for a certified copy of the Articles of Incorporation for both corporations.

Please file the Articles of Incorporation with the Secretary of State's office, wait for the certified copies and return the certified copies of the Articles of Incorporation to me by Federal Express for delivery on Tuesday morning, September 12, 1995.

If you should have any comments or questions, please do not hesitate to contact me.

Sincerely,

HONIGMAN MILLER SCHWARTZ AND COHN



Frankie M. Smith
Legal Assistant

FMS/jlf

Enclosures

cc: David S. Oliver, Esquire
Mr. David Boehmer (w/o encls. via U.S. Mail)

71893 051268
ORLANDO 430751

95 SEP 11 AM 11:28
FEDERAL EXPRESS
ORLANDO

SEP 11 1995

ARTICLES OF INCORPORATION
OF
INTERNATIONAL RESOURCE OPPORTUNITY CENTER INCORPORATED

95 SEP 11 11:11:28
FILED

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation is INTERNATIONAL RESOURCE OPPORTUNITY CENTER INCORPORATED (the "Corporation").

ARTICLE II
DURATION

The Corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III
GENERAL PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock in the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal and registered office of the Corporation is 1890 North Semoran Boulevard, Suite 315, Winter Park, Florida 32792; and the name of the initial registered agent of the Corporation is David S. Oliver, whose address is 390 North Orange Avenue, Suite 1300, Orlando, Florida 32801.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

- A. The Corporation shall have two (2) directors initially.
- B. The number of directors of the Corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

William Stafford
1890 N. Semoran Blvd., Suite 315
Winter Park, FL 32792

Vicki Walk
1890 N. Semoran Blvd., Suite 315
Winter Park, FL 32792

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

David Boehmer
1890 N. Semoran Blvd., Suite 315
Winter Park, FL 32792

ARTICLE IX
BY-LAWS

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X
INDEMNIFICATION


The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XI
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 7th day of September, 1995.

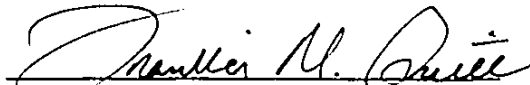
INCORPORATOR:



DAVID BOEHMER

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7th day of September, 1995, by DAVID BOEHMER, who is personally known to me ☒ or has produced _____ as identification.



NOTARY PUBLIC

Print Name: FRANKIE M. SMITH


My Commission Expires: _____

OFFICIAL NOTARY SEAL
FRANKIE M SMITH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC306283
MY COMMISSION EXP. SEPT 27, 1997

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:



DAVID S. OLIVER