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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1402 W. LAKESHORE BL

STATE OF FLORIDA

SUITE 200

109 EAST GULF STREET

MIAMI FL 33175-3301

TALLAHASSEE FL 32309

CONTACT: RALPH STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H9800000177))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GLOBAL AIR CHARTER TOURS, INC.

FAX AUDIT NUMBER: H98000001777

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/06/1998

TIME REQUESTED: 16:49:48

CERTIFIED COPIES: 1

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2/7

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96 FEB -7 AM 8:08
DIVISION OF CORPORATIONS

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6 FEB -1 PM 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

GLOBAL AIR CHARTER TOURS, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: GLOBAL AIR CHARTER TOURS, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

Manny Singh
6610 N. University Dr. #250
Ft. Laud., FL 33321
(305) 722-1300
FL Bar No. 480800

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To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents or the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

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To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 8607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Manny Singh
6610 N. University Dr. Ste. 250
Ft. Lauderdale, Fl. 33321

ARTICLE VI

The initial Board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

Manny Singh
6610 N. University Dr. Ste. 250
Ft. Lauderdale, Fl. 33321

ARTICLE VII

The address of the principal office of this corporation is:

c/o Law Offices of Manny Singh
6610 N. University Dr. Ste. 250
Ft. Lauderdale, Fl. 33321

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Manny Singh
6610 N. University Dr. Ste. 250
Ft. Lauderdale, Fl. 33321

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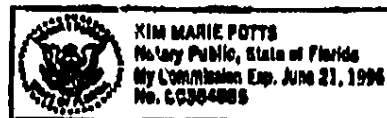
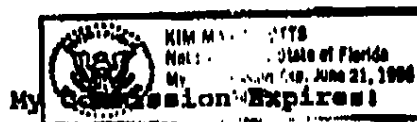
IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these articles of incorporation this 11th day of January, 1996.


Manny Singh

The foregoing instrument was acknowledged before me this 11th day of January, 1996 by Manny Singh who is personally known to me and who did take an oath.


Print Name: Kim Potts

Notary Public



H96000001777

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 46.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PLACE OF BUSINESS AT STATE OF FLORIDA HAS NAMED
MANNY SINGH LOCATED AT 6610 N. UNIVERSITY DR. STE 250 CITY OF FT.
LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITH FLORIDA.

By: 
PRESIDENT

Dated: January 11, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS
OF SECTION 607.325 FLORIDA STATUTES.

By: 
REGISTERED AGENT

Dated: January 11, 1996

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96 FEB -7 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Requestor's Name

Address

SINGH & FUCHS, P.A.
6610 North University Drive
Suite 250
Fort Lauderdale, FL 33321-4034

Office Use Only

T NUMBER(S), (if known):

Address Correction Requested - Please

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other



Florida Department of State, Jim Smith, Secretary of State

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA
COUNTY OF FLORIDA

I, MANNY SINGH after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, MANNY SINGH, hereby resign as DIRECTOR/REGISTERED AGENT of
(Title)

GLOBAL AIR CHARTER TOURS, INC., a Florida corporation;
(Name of Corporation)

That the corporation has been notified in writing of the resignation.


Signature of resigning officer/director

Sworn to and subscribed before me this 9th day of October, 1996.


NOTARY PUBLIC



Kim Marie Potts
MY COMMISSION # CC583060 EXPIRES
June 21, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires: _____

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
CR2E044 (7-90)

P96000011718

Requestor

SINGH & FUCHS, P.A.
 6610 North University Drive
 Suite 250
 Fort Lauderdale, FL 33321-4034

Office Use Only

Address Correction Requested - Please **NUMBER(S), (if known):**

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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 TALLAHASSEE, FLORIDA

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RA [Signature]
 KRP 10/24

FLORIDA DEPARTMENT OF STATE, SANDRA B. MORTIHAM, SECRETARY OF STATE


RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, MANNY SINGH
(Name of registered agent)

hereby resigns as Registered Agent for GLOBAL AIR CHARTER TOURS, INC.
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.
The agency is terminated and the office discontinued on the 31st day after the date on which
this statement is filed.


(Signature of resigning agent)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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TALLAHASSEE, FLORIDA

Fee for filing this document:

\$87.50 - Active corporation

\$35.00 - Administratively dissolved corporation

DIVISION OF CORPORATIONS - P. O. BOX 6327 - TALLAHASSEE, FL 32314