

P96000034916

ENGELBERG, CANTOR & KUSHNER, P.A.

ATTORNEYS AT LAW

YANKEE CLIPPER CENTER

3230 STIRLING ROAD

HOLLYWOOD, FLORIDA 33021

HOLLYWOOD (954) 955-3900

FAX (954) 951-2300

MORRIS ENGELBERG  
JEHAUD C. CANTOR  
LES S. KUSHNER  
LAURIE ENGELBERG MILGRIM

FREDERICK LEONE, JR.  
OF COUNSEL

PALM BEACH OFFICE  
125 WORTH AVENUE  
PALM BEACH, FLORIDA 33480  
TELEPHONE (407) 734-0440

PLEASE DIRECT ALL MAIL  
TO HOLLYWOOD OFFICE

April 9, 1996

Division of Corporations  
State of Florida  
409 East Gaines Street  
Tallahassee, Florida 32399

500001782375  
-04/16/96--01033--009  
\*\*\*122.50 \*\*\*122.50

RE: Articles of Incorporation  
S FARA, INC.

Dear Sir/Madam:

We have prepared and enclose herein, an original and one (1) copy of the Articles of Incorporation of S FARA, INC. Additionally, please find our firm's check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) made payable to the Secretary of State representing your fee for filing said Articles.

Kindly file the enclosed Articles and return a certified copy of said Articles of Incorporation to our Hollywood offices.

If you have any questions with regard to the above, please do not hesitate to contact our offices.

Respectfully submitted,

*LES S. KUSHNER*

LES S. KUSHNER  
For the Firm

LSK:nh  
Enclosures

APR 23 1996

BSB

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

56 APR 18 AM 8:48

FILED

ARTICLES OF INCORPORATION

OF

S FARA, INC.

FILED  
96 APR 18 AM 8:48  
STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person, competent to contract pursuant to the provisions of Chapter 607, Florida Statutes, for the purpose of establishing a corporation, does hereby declare the following:

ARTICLE I  
NAME

The name of this corporation is S FARA, INC.

ARTICLE II  
PRINCIPAL OFFICE

The mailing address of this corporation shall be:

937 Spoonbill Circle  
Fort Lauderdale, Florida 33326

ARTICLE III  
NATURE OF CORPORATE BUSINESS

This corporation may engage in any activity or business permitted under Florida law.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 2,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V  
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorated 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  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 937 Spoonbill Circle, Fort Lauderdale, Florida 33326 and the name of the initial registered agent of this corporation at that address is Michael Lee Moore.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have 1 Director to hold office until the first annual meeting of stockholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name and address of the Director is:

Michael Lee Moore  
937 Spoonbill Circle  
Fort Lauderdale, Florida 33326

ARTICLE VIII  
INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Michael Lee Moore  
937 Spoonbill Circle  
Fort Lauderdale, Florida 33326

ARTICLE IX  
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X  
AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 4/9/96, 1996

  
\_\_\_\_\_  
Michael Lee Moore  
President

CERTIFICATE DESIGNATION PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

-----  
In compliance with Section 48.091, Florida Statutes, the  
following is submitted:

That S FARA, INC. desiring to organize or qualify under the  
laws of the State of Florida, with its principal place of business  
at the City of Fort Lauderdale, State of Florida, has named Michael  
Lee Moore, 937 Spoonbill Circle, Fort Lauderdale, Florida 33326 its  
agent to accept service of process within Florida.

SIGNATURE

TITLE

DATE

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.

SIGNATURE

DATE

FILED  
96 APR 18 AM 8:48  
TALLAHASSEE, FLORIDA

LAW OFFICES  
KRAMER, GREEN, KAHN & KUSHNER, P.A.

PRESIDENTIAL CIRCLE  
4000 HOLLYWOOD BOULEVARD  
SUITE 405 SOUTH  
HOLLYWOOD, FLORIDA 33021

BROWARD 954 / 906-2111

DADE 305 / 741-3300

MIAMI 305 / 1-1000

ROBERT M. KRAMER  
MITCHELL P. GREEN  
HOWARD N. KAHN  
LES KUSHNER  
JODI STONE

896000034916

000002123000---0  
-03/25/97--01027--0114  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

March 20, 1997

Division of Corporations  
Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Articles of Amendment  
S FARA, INC.

Dear Sir/Madam:

In connection with the above-referenced corporation, please find enclosed the following:

- (1) Articles of Amendment to change the corporate name from S FARA, INC. to AIR ALLIANCE, INC.
- (2) Our firm's check in the amount of Eighty-Seven Dollars and 50/100 (\$87.50), made payable to Secretary of State, representing the filing fee and a certified copy of the filed Articles of Amendment.

Kindly forward a certified copy of the Articles of Amendment to our office at the address noted above.

If you have any questions or comments regarding the enclosed, please do not hesitate to contact the undersigned.

Sincerely,

KRAMER, GREEN, KAHN & KUSHNER, P.A.

LES KUSHNER

LK:vas  
Enclosures

APPROVED  
AND  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MARCH 24 09:19:15

4-19-97  
Macay  
3-24-97  
\*Cert Copy

ARTICLES OF AMENDMENT

S FARA, INC.

ARTICLE I

NAME OF CORPORATION:

S FARA, INC.

ARTICLE II

AMENDMENT ADOPTED:

Article I of the Articles of Incorporation is amended to read as follows, effective April 1, 1997.

ARTICLE I

The name of this corporation is:

AIR ALLIANCE, INC.

ARTICLE III

The amendment set forth above was adopted by unanimous consent of the shareholders at a Special Meeting by unanimous vote of the Shareholders of the Corporation, called, in part, for such purpose, and held at the offices of the Corporation in the City of Hollywood, on the 19th day of March, 1997.

ARTICLE IV

EXCHANGE OF SHARES:

The above amendment to the Corporation's Articles of Incorporation shall result in a share-for-share exchange of shares in S FARA, INC. for shares in AIR ALLIANCE, INC. The exchange

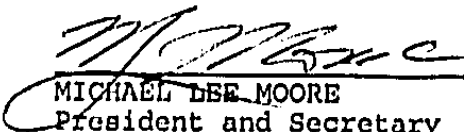
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAR 24 PM 12:11

APPROVED  
AND  
FILED

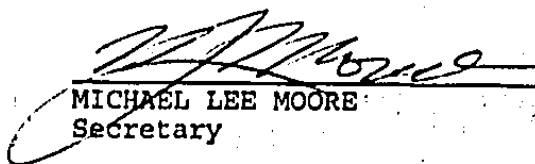
shall take place on April 1, 1997 which is the date on which the above amendment is to be effective.

DATED this 19 day of March, 1997.

  
MICHAEL LEE MOORE  
President and Secretary

ACKNOWLEDGEMENT

I, MICHAEL LEE MOORE, hereby acknowledges under penalties of perjury that, as Secretary of S FARA, INC., I signed the above Articles of Amendment of the aforementioned Corporation, for the purposes expressed herein and that, to the best of my knowledge, the statements contained in said Articles of Amendment are true and correct.

  
MICHAEL LEE MOORE  
Secretary

RECEIVED  
FEB 26 PM 2:16  
FBI  
WASHINGTON, D.C.

APPROVED  
AND  
FILED