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Attorney at Law
STEVEN J. LACHTERMAN
3001 Ponce De Leon Blvd., Suite 244
CORAL GABLES, FLORIDA 33134-6824

Tel: (305) 444-6323 Fax: (305) 444-1757

MEMBER:
FLORIDA AND NEW JERSEY BAR

April 24, 1996

FLORIDA DEPARTMENT OF STATE
ATTENTION: CORPORATIONS NEW FILING
DIVISION: CORPORATION DIVISION
409 EAST GAINES STREET
TALLAHASSEE FLORIDA 32399

1904-488-9000 AND 904-487-6052

RE: NEW CORPORATIONS:

AIR MIAMI, INC.

Dear Document examiner of the New filing section:

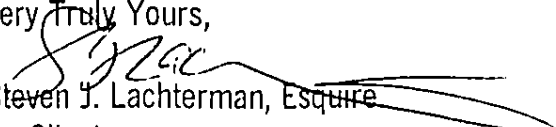
Please find enclosed the original and one copy of the articles of incorporation for the above companies. Please file the originals in your office, and kindly return to me stamped in copies, at your earliest convenience. I am enclosing a check for \$210.00 and a self addressed stamped envelope, for the return of the stamped in copies.

The \$210.00 check is for the following costs:

1. Filing Fee: \$35.00
2. Registered Agent Fee: \$35.00
- Total \$70.00 x 3 companies = \$210.00

Should you have any questions concerning the above, please do not hesitate to call me collect at (305) 444- 6323

Very Truly Yours,


Steven J. Lachterman, Esquire
cc: Client.

**ARTICLES OF INCORPORATION
OF
AIR MIAMI, INC.**

FILED
96 APR 25 PM 2:09
TALLAHASSEE
FLORIDA

The undersigned incorporator, a natural person, and competent to contract, hereby forms this following Corporation for profit under the laws of the State of Florida,

**ARTICLE I
NAME**

The name of this Corporation is **AIR MIAMI, INC.**

**ARTICLE II
PURPOSE**

The Corporation is organized to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Thousand (1000) shares of common stock ; each to have a par value of One Dollar (\$1.00) Authorized Capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors. of this Corporation at any regular or special meeting.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The initial Registered Agent and the street address of the initial Registered Office of this Corporation shall be:

**Mr. STEVEN J. LACHTERMAN, Attorney at Law
3001 Ponce De Leon Boulevard, Suite 244
Coral Gables, Florida 33134**

ARTICLE VI
DIRECTORS

This Corporation shall have one (1) director, initially. The number of directors may be changed from time to time in accordance with the by-laws adopted by the director, but the number shall never be less than one (1). The name and street address of the initial director of the Corporation is:

Mr. Jonas Haeger
720 Ocean Drive
Miami Beach, Florida 33139

ARTICLE VII
INCORPORATOR

The name and street address of the incorporator is:

Mr. Jonas Haeger
720 Ocean Drive
Miami Beach, Florida 33139

ARTICLE VIII
PRE-EMPTIVE RIGHTS

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

ARTICLE IX
CUMULATIVE VOTING

At each election for Director, cumulative voting by shareholder as set forth in Florida Statutes, Chapter 607.097(4) shall be allowed.

ARTICLE X PRINCIPAL OFFICE

The principal office of **AIR MIAMI, INC.** is Care Of

**Mr. James Haeger
720 Ocean Drive
Miami Beach, Florida 33139**

ARTICLE XI AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand and seal this 24 day of April, 1996

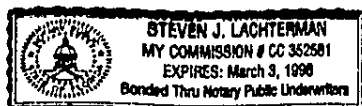
JONAS HAEGER

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared: **JONAS HAEGER** who is personally known to me or produced _____, as identification and is to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State
last aforesaid this 24 day of April, 1996

NOTARY PUBLIC STATE OF FLORIDA

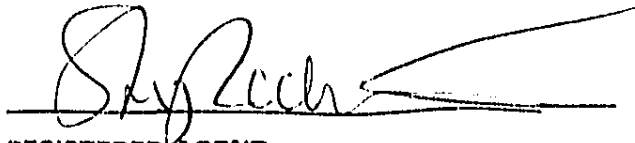
My Commission Expires:

Attorney at Law
STEVEN J. LACHTERMAN
3001 PONCE DE LEON BLVD., suite 244
CORAL GABLES, FLORIDA 33134

FILED
96 APR 25 PM 2:09
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

Acceptance by Registered Agent:

Having been named to accept service of process for the above named Corporation, at the place designated in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said offices.


REGISTERED AGENT

Steven J. Lachterman, Esquire

Date: April 24, 1996.

Attorney at Law
STEVEN J. LACHTERMAN
3001 PONCE DE LEON BLVD., Suite 244
CORAL GABLES, FLORIDA 33134