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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

September 4, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300001943523
-09/10/96--01117--006
*****78.75 *****78.75

Subject: ATLANTIC-GULF AIRWAYS, INC.

Dear Sirs:

Enclosed is an original and one copy of the Articles of Incorporation for the above named firm, and a check for \$78.75 to cover filing fees and a certificate. Please return copies of the filed documents and the certificate to:

Richard Nevitte
Atlantic-Gulf Airways, Inc.
3700 Galt Ocean Drive
#1611
Ft. Lauderdale, FL 33308

Thank you for your assistance.

Yours truly,

Richard Nevitte
Richard Nevitte

PH
9/11/96

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: ATLANTIC-GULF AIRWAYS, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3700 Galt Ocean Drive
#1611
Ft. Lauderdale, FL 33308

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 (one thousand).


ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
Richard Nevitte
3700 Galt Ocean Drive
#1611
Ft. Lauderdale, FL 33308

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Richard Nevitte
3700 Galt Ocean Drive
#1611
Ft. Lauderdale, FL 33308

The undersigned incorporator has executed the Articles of Incorporation this 4th day of September, 1996.


Signature

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3700 Galt Ocean Drive

#1611

Ft. Lauderdale, FL 33308

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DOUGLAS COUNTY
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ATLANTIC-GULF AIRWAYS, INC.
2. The name and address of the registered agent and office is:

Richard Nevitte
3700 Galt Ocean Drive
#1611
Ft. Lauderdale, FL 33308

Having been named as registered agent and to accept service of
process for the above stated corporation at the place designated in
this certificate, I hereby accept the appointment as registered
agent and agree to act in this capacity. I further agree to comply
with the provisions of all statutes relating to the proper and
complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.

Richard Nevitte
Signature

9/4/96
Date