

LAW OFFICES OF
KURZBAN KURZBAN WEINGER AND TETZELI, P.A.

PLAZA 2630
2630 S.W. 27TH AVENUE
SECOND FLOOR
MIAMI, FLORIDA 33133

P 960000 78153

TELEPHONE (305) 444-0060

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(305) 444-3301

September 16, 1996

Florida Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
9-10-96

300001952039
-09/19/96--01088--015
*****122.50 *****122.50

RE: Articles of Incorporation for North Atlantic Airways, Inc.

Dear Sir/Madam:

Enclosed please find the original and two copies of the Articles of Incorporation for the above-titled corporation, as well as our check in the sum of \$122.50 representing the filing fee for same. Please file the Articles and return the certificate of incorporation to our office in the enclosed self-addressed, stamped envelope.

Should you have any questions please do not hesitate to contact me.

Sincerely,

**KURZBAN, KURZBAN, WEINGER
& TETZELI, P.A.**

By: 
IRA J. KURZBAN, ESQ.

IJK/ldp
encl.

F. CHESSEN SEP 20 1996

**ARTICLES OF INCORPORATION
OF
NORTH ATLANTIC AIRWAYS, U.S.A., INC.**

I, the undersigned, hereby execute the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

EFFECTIVE DATE
9-10-96 **ARTICLE ONE**

The name of the Corporation shall be:

NORTH ATLANTIC AIRWAYS, U.S.A., INC.

ARTICLE TWO

This Corporation shall commence its existence on the 10th day of September, 1996 and shall exist perpetually thereafter unless sooner dissolved according to law.

The general purpose for which the Corporation is organized includes the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes.

ARTICLE THREE

This Corporation- may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE FOUR

Characteristics of such stock shall be as follows:

Capital Stock authorized: 500 shares

Par Value Thereof: \$1.00

FILED
SEP 19 AM 8:14
TALLAHASSEE, FLORIDA

ARTICLE FIVE

The amount of capital with which this Corporation shall begin business will not be less than Five Hundred Dollars (\$500.00).

ARTICLE SIX

The street address of the principal office is:

13540 S.W. 98th Avenue
Miami, FL 33176

The name and address of its initial registered agent is: KURZBAN, KURZBAN, WEINGER & TETZELI, P.A., by IRA J. KURZBAN, ESQ., 2650 Southwest 27th Avenue, Second Floor, Miami, Florida 33133.

ARTICLE SEVEN

The Corporation shall have two (2) Directors.

ARTICLE EIGHT

The name and addresses of the Officers and first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are:

POSITION/NAME:

Cesar Alberto Cuello, President,
Secretary, Director

Josiane Vincent Cuello, Vice-President,
Treasurer, Director

ADDRESS:

13540 S.W. 98th Court
Miami, FL 33176

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Miami, FL 33176

ARTICLE NINE

The name and address of the subscriber to the Certificate of Incorporation is:

13540 S.W. 98th Court
Miami, Florida

ARTICLE TEN

The Corporation shall have all rights and powers consistent with the laws of the State of Florida.

I, THE UNDERSIGNED, being the original subscriber to the capital stock herein above-named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock herein above set forth, and seal this 13th day of September, 1996.

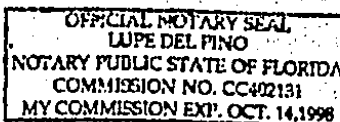

CESAR ALBERTO CUELLO

STATE OF FLORIDA)
 : ss
COUNTY OF DADE)

BE IT REMEMBERED that on this 13th day of September, 1996 personally appeared before me CESAR ALBERTO CUELLO, the party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged such Certificate to be the free and voluntary act and deed of him and that the facts herein stated are truly set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 13th day of September, 1996.


NOTARY PUBLIC
State of Florida at Large



ACCEPTANCE OF APPOINTMENT

The undersigned, designated registered agent in the foregoing Articles of Incorporation hereby accepts such appointment as registered agent, and states that he is familiar with and accepts the obligations provided for in Florida Statutes 607.0505.

KURZBAN, KURZBAN, WEINGER
& TETZELI, P.A.

By: 

IRA J. KURZBAN, ESQ.

STATE OF FLORIDA)

COUNTY OF DADE)

BE IT REMEMBERED that on this 13th day of September, 1996 personally appeared before me KURZBAN, KURZBAN, WEINGER & TETZELI, P.A., by IRA J. KURZBAN, ESQ., party to the above Acceptance of Appointment, known to me personally to be such, and acknowledged such Acceptance to be the free and voluntary act and deed of her and that the facts herein stated are truly set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 13th day of September, 1996.


NOTARY PUBLIC

State of Florida at Large

OFFICIAL NOTARY SEAL
LUPE DEL FINO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC402131
MY COMMISSION EXP. OCT. 14, 1998

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That NORTH ATLANTIC AIRWAYS, U.S.A., INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named KURZBAN, KURZBAN, WEINGER & TETZELI, P.A., by IRA J. KURZBAN, ESQ., located at 2650 SW 27th Avenue, 2nd Floor, Miami, Florida 33133, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

KURZBAN, KURZBAN, WEINGER
& TETZELI, P.A.

By: 

IRA J. KURZBAN, ESQ.

96 SEP 19 AM 8:44
FILED
CLERK OF DISTRICT
CLERK OF DISTRICT
CLERK OF DISTRICT

STATE OF FLORIDA)

: ss

COUNTY OF DADE)

BE IT REMEMBERED that on this 13th day of September, 1996 personally appeared before me KURZBAN, KURZBAN, WEINGER & TETZELI, P.A., by HELENA TETZELI, ESQ., the party to the foregoing Acknowledgement, known to me personally to be such, and acknowledged such Acknowledgement to be the free and voluntary act and deed of her and that the facts herein stated are truly set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 13th day of September, 1996.


NOTARY PUBLIC

State of Florida at Large

OFFICIAL NOTARY SEAL
LUFE DEL PINO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC407131
MY COMMISSION EXP. OCT. 14, 1998