

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

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

F 960000 78153

TELEPHONE (305) 444-0060  
TELESCOPIER  
(305) 444-3501

September 16, 1996

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

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

EFFECTIVE DATE  
9-10-96

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. CHESSEY 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

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SECRETARY OF STATE  
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:**

**ADDRESS:**

Cesar Alberto Cuello, President,  
Secretary, Director

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

Josiane Vincent Cuello, Vice-President,  
Treasurer, Director

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

**ARTICLE NINE**

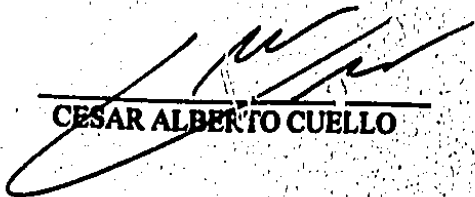
The name and address of the subscriber to the Certificate of Incorporation is:

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.

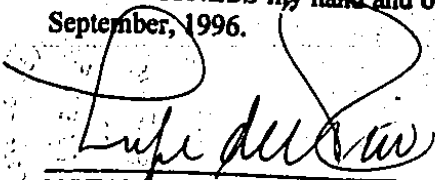
I, THE UNDERSIGNED, being the original subscriber to the capital stock herein above-named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying 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

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

**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.

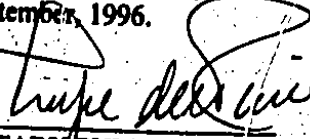
**KURZBAN, KURZBAN, WEINGER  
& TETZELI, P.A.**

By:   
**IRA J. KURZBAN, ESQ.**

STATE OF FLORIDA     )  
                                  : SS  
COUNTY OF DADE     )

BE IT REMEMBERED that on this 13<sup>th</sup> 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 \_\_\_\_\_ 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: \_\_\_\_\_

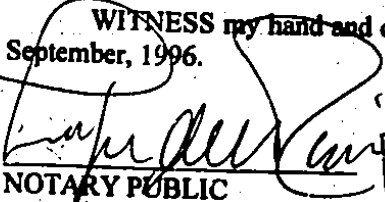
IRA J. KURZBAN, ESQ.

96 SEP 19 AM 8:44  
FILED  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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