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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 117538 121767A

AUTHORIZATION *Patricia Pizutto*
COST LIMIT : \$ 70.00

ORDER DATE : October 11, 1996

ORDER TIME : 10:28 AM

ORDER NO. : 117538

CUSTOMER NO: 121767A

100001971561

CUSTOMER: Ms. Lucy J. Minehan
KARP & GENAUER, P.A.

Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: SHERBON ENTERPRISES, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED
96 OCT 11 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 11 AM 11:45
DIVISION OF CORPORATION
KR
10-11-96

FILED
96 OCT 11 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SHERBON ENTERPRISES, INC.

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is SHERBON ENTERPRISES, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is c/o Rodd Sheradsky, Hub Air, Inc., 6191 Orange Drive, Suite 4472, Davie, Florida 33314.

ARTICLE III
DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is ten (10) shares of Common Stock having no par value. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Each Holder of Common Stock shall have a preemptive right to acquire its pro rata share of any capital stock, or any instrument convertible into capital stock issued by the corporation.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Rodd Sheradsky. The street address of the initial registered office of the corporation in the State of Florida is c/o. Hub Air, Inc., 6191 Orange Drive, Suite 4472, Davie, Florida 33314.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation.

The name and street address of each of the initial directors is:

Rodd Sheradsky	c/o Hub Air, Inc. 6191 Orange Drive Suite 4472 Davie, Florida 33314
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Russell Bonnell	c/o Hub Air, Inc. 6191 Orange Drive Suite 4472 Davie, Florida 33314
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Cynthia Sheradsky	c/o Hub Air, Inc. 6191 Orange Drive Suite 4472 Davie, Florida 33314
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ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Rodd Sheradsky, c/o Hub Air, Inc., 6191 Orange Drive, Suite 4472, Davie, Florida 33314.

ARTICLE IX

BYLAWS

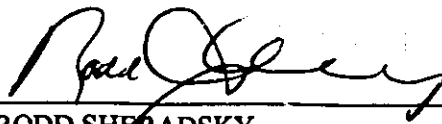
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, its incorporator, and any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3 day of October, 1996.

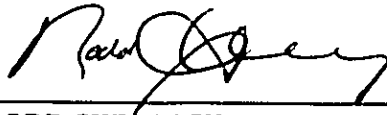


RODD SHERADSKY

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

Sherbon Enterprises, Inc., a Florida corporation, desiring to organize as a corporation pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Incorporation, in the City of Davie, County of Broward, State of Florida, has named Rodd Sheradsky, c/o Hub Air, Inc., 6191 Orange Drive, Suite 4472, Davie, Florida 33314, as its registered agent within the State.

Having been named registered agent for the above-stated corporation at place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.



RODD SHERADSKY

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FILED
96 OCT 11 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA