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November 20, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-11/21/96--01077--001
*****70.00 *****70.00

Re: Royal Executive Airways International, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for filing. Also enclosed is our firm's check in the amount of \$70.00, broken down as follows:

Filing Fee:	\$ 35.00
Registered Agent Fee:	<u>35.00</u>
TOTAL	\$ 70.00

Provided herein is a photocopy of the Articles which we request you date stamp and return to us in the enclosed self-addressed, stamped envelope.

If you have any questions, please call me.

Very truly yours,

MATHEWS RILEY DeCUBELLIS & GOODWIN, P.A.

Carol D. Methven

Carol D. Methven
Paralegal

:cdm
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 21 AM 10:08

5/12/2

**ARTICLES OF INCORPORATION
OF
ROYAL EXECUTIVE AIRWAYS INTERNATIONAL, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 21 10:08

The undersigned incorporator, being John W. Shaffer, competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

ROYAL EXECUTIVE AIRWAYS INTERNATIONAL, INC.

ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000,000 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of the filing of these Articles of Incorporation, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 5850 T.G. Lee Boulevard, Suite 500, Orlando, FL 32822 and the name of the initial registered agent of this Corporation at that address is John W. Shaffer. The corporate principal office and mailing address is 5850 T.G. Lee Boulevard, Suite 500, Orlando, FL 32822.

ARTICLE VI - Directors

- A. The initial number of Directors of this Corporation shall be one (1).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefore.
- E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until its successors are elected or appointed and have qualified, is:

Name

Street Address

John W. Shaffer

5850 T.G. Lee Boulevard, Suite 500
Orlando, FL 32822

- F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.
- G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporators

The name and street address of the incorporator signing these Articles is:

Name

Street Address

John W. Shaffer

5850 T.G. Lee Boulevard, Suite 500
Orlando, FL 32822

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE IX - Amendment to Articles

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 Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19 day of November, 1996.


John W. Shaffer

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of November, 1996, by JOHN W. SHAFFER, who is personally known to me or who produced Fla. Driver's License S166-479-37-210-9 as identification and who did not take an oath.

NOTARY PUBLIC:

Sign: Carol D. Methven

Print: CAROL D. METHVEN

CAROL D. METHVEN
Notary Public, State of Florida
My comm. expires November 1, 1997
Comm. No. CC327331

FILED STATE
SECRETARY OF CORPORATIONS
96 NOV 21 AM 10:08

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby state that I am familiar with the duties, obligations and responsibilities as a Registered Agent under Florida law, and I hereby accept the duties and responsibilities as Registered Agent for ROYAL EXECUTIVE AIRWAYS INTERNATIONAL, INC.

John W. Shaffer
John W. Shaffer