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Attorney at Law

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MEMBER:
FLORIDA AND NEW JERSEY BAR

January 02 , 1997 (Miami)

FLORIDA DEPARTMENT OF STATE
ATTENTION: CORPORATIONS NEW FILING
DIVISION: CORPORATION DIVISION
409 EAST GAINES STREET
TALLAHASSEE FLORIDA 32399
1904-488-9000 AND 904-487-6052

RE: NEW CORPORATION:
ABC AIRWAYS, INC.

Dear Document examiner of the New filing section:

Please find enclosed the original and one copy of the articles of incorporation for the above company. Please file the original in your office, and kindly return to me stamped in copies , at your earliest convenience. I am enclosing a check for \$70.00 and a self addressed stamped envelope, for the return of the stamped in copies .


The \$70.00 check is for the following costs:

1. Filing Fee: \$35.00
2. Registered Agent Fee: \$35.00

Total \$70.00

Should you have any questions concerning the above, please do not hesitate to call me collect at (305) 444- 6323

Very Truly Yours,


Steven J. Lachterman, Esquire.
cc: Client.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -3 PM 3: 08

8/19/97

97 JAN -3 PM 3:08

**ARTICLES OF INCORPORATION
OF
ABC AIRWAYS, INC.**

The undersigned incorporator hereby forms this following Corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this Corporation is **ABC AIRWAYS, INC.**

**ARTICLE II
PURPOSE**

The Corporation is organized to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III
SHARES**

The maximum number of shares of stock which this Corporation is authorized to issue is One Hundred (100) shares of One Dollar (\$1.00) par value, common stock. Said shares of stock may be issued only for a consideration having fair value as may be determined by the Board of Director(s).

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The initial Registered Agent and the street address of the initial Registered Office of this Corporation shall be:

**Mr. BEN D. MORELAND
9560 S.W. 182 STREET
MIAMI, FLORIDA 33157**

ARTICLE VI
DIRECTORS

This Corporation shall have two (2) director(s), initially. The number of director(s) may be changed from time to time in accordance with the by-laws adopted by the directors, but the number shall never be less than two (2). The name and street address of the initial director(s) of the Corporation are:

Mr. Ben D. Moreland
9560 S.W. 182 Street
Miami, Florida 33157

Mr. Charles A. Riggs
16855 S.W 172nd Avenue
Miami, Florida 33187

ARTICLE VII
INCORPORATORS

The name and street address of the incorporators are :

Mr. Ben D. Moreland
9560 S.W. 182 Street
Miami, Florida 33157

ARTICLE VIII
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her prorata share thereof (*as nearly as may be done without issuance of fractional shares*) at the price at which it is offered to others.

ARTICLE IX
CUMULATIVE VOTING

At each election for Director, cumulative voting by shareholder as set forth in Florida Statutes, Chapter 607.097(4) shall be allowed.

ARTICLE X
PRINCIPAL OFFICE

The principal office of **ABC AIRWAYS, INC.** is Care Of
Mr. Ben D. Moreland
9560 S.W. 182 Street
Miami, Florida 33157

ARTICLE XI
AMENDMENT

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 stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hand and seal this 2 day of JANUARY, 1997


Mr. Ben D. Moreland

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

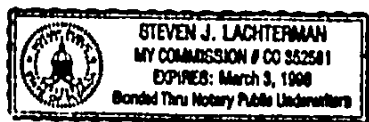
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared: **Mr. Ben D. Moreland** who is personally known or produced the following identification

and is to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 2 day of JANUARY, 1997


NOTARY PUBLIC STATE OF FLORIDA

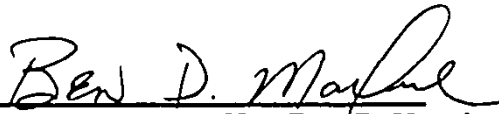
My Commission Expires:



97 JAN -3 PM 3: 08

Acceptance by Registered Agent:

Having been named to accept service of process for the above named Corporation, at the place designated in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said offices.



REGISTERED AGENT, Mr. Ben D. Moreland

Mr. Ben D. Moreland
9560 S.W. 182 Street
Miami, Florida 33157