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ALEXANDER RODRIGUEZ
4051 N.W. 145TH STREET
OPA LOCKA AIRPORT, BLDG. 35
OPA LOCKA, FL 33054

FILED
97 JAN 21 AM 3 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 16, 1997

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

Re: TAAN Airlines, Inc.

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for the above Corporation, which we are sending for filing with the State of Florida, Division of Corporations. The attached check in the amount of \$70.00 represents the filing fee..

In due course, please return notice of filing to: Gerald A. Martin, Esquire, 2304 South Military Trail, Suite 100, West Palm Beach, FL 33415, in the envelope enclosed, along with a copy of the filed Articles of Incorporation.

If there are any questions or problems, please do not hesitate to contact me.

Sincerely,

1/17/97
AR

Alexander Rodriguez

Enclosures

ARTICLES OF INCORPORATION

OF

TAAN Airlines, Inc.

I, the undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby form a corporation for profit 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;

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be:

TAAN Airlines, Inc.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law. The corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

This Corporation is organized for the purposes of and may engage in or transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

POWERS

This corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida and all powers necessary or desirable to accomplish the purposes and businesses of the Corporation as hereinabove set forth in Article III.

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ARTICLE V

CAPITAL STOCK

The Corporation is authorized to have outstanding one class of stock, designated as Common Stock. The maximum number of shares of Common Stock that this Corporation is authorized to have outstanding at any one time shall be 10,000 shares of Common Stock having the par value of \$1.00 per share. 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. Holders of Common Stock shall not have preemptive rights to subscribe to the Corporation's securities. Further, all outstanding shares of Common Stock shall be identical and shall entitle the Holders thereof to the same rights and privileges.

ARTICLE VI

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The initial Registered Office of this Corporation in the State of Florida is:

2304 South Military Trail
Suite 100
West Palm Beach, FL 33415

and the name of its Initial Registered Agent at such address is:

Gerald A. Martin, Esquire

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) Directors. The number of Directors may be increased or decreased, from time to time, in the manner provided in the By-Laws of the Corporation.

The names and street addresses of the initial Directors of the Corporation who shall hold office for the first year or until their successors are elected and qualified shall be:

NAME

ADDRESS

Alexander Rodriguez

4051 N.W. 145th Street
Opa Locka Airport, Bldg. 35
Opa Locka, FL 33054

Andres O. Level Sosa

4051 N. W. 145th Street
Opa Locka Airport, Bldg. 35
Opa Locka, FL 33054

with the principal offices of the Corporation being at 4051 N.W. 145th Street, Opa Locka Airport, Building 35, Opa Locka, FL 33054.

ARTICLE VIII

INCORPORATOR

The name and address of the sole incorporator to these Articles of Incorporation is

NAME

ADDRESS :

Alexander Rodriguez

4051 N.W. 145th Street
Opa Locka Airport, Building 35
Opa Locka, FL 33054

ARTICLE IX

AMENDMENT TO ARTICLES OF INCORPORATION

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment thereto. Further, these Articles of Incorporation may be amended by the manner prescribed by the laws of the State of Florida.

ARTICLE X

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify, to the full extent permitted by law, the incorporator, any director, officer, employee or agent of the Corporation, or any former director, officer, employee or agent of the Corporation, or any person who at the request of the

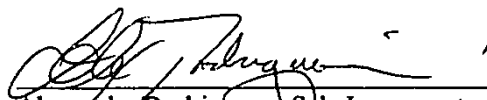
Corporation was or is serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XII

GENERAL PROVISION

This Corporation shall at the first meeting of the Directors, after issuance of the Charter by the State of Florida, duly formulate and adopt By-Laws and such other regulations of business and conduct other affairs of the Corporation, in such other provisions as they may determine necessary for creating, guiding, limiting and regulating the powers of the Corporation, the Directors and Stockholders, including provisions governing issuance of stock and stock certificates, provided such provisions are not contrary to the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned being the sole incorporator hereinbefore named, for the purpose of forming a Corporation for profit pursuant to the General Corporation Act of the State of Florida, does make this Certificate of Incorporation, hereby declaring and certifying that this is his act and deed and that the facts herein stated are true and, accordingly, has hereunto set his hand this 15th day of January, 1997.


Alexander Rodriguez Sole Incorporator

STATE OF FLORIDA)
)
COUNTY OF Palm Beach)

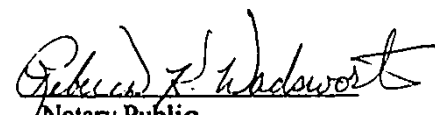
Before me, an officer duly authorized to take acknowledgments and administer oaths in the State and County set forth above, personally appeared ALEXANDER RODRIGUEZ, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation for the uses and purposes therein set forth, and he furnished proper identification and/or is known to me personally.

In witness whereof, I have hereunto set my hand and official seal in the State and County aforesaid, this 15th day of JANUARY, 1997.

Notary Stamp:



REBECCA K WADSWORTH
My Commission CC587873
Expires Jun-28, 2000


Notary Public

CERTIFICATE OF REGISTERED AGENT

OF

TAAN Airlines, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

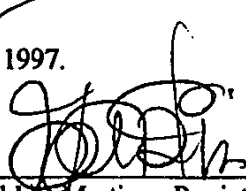
Pursuant to Chapter 607.034 of the Florida Statutes, the following is submitted, in compliance with said Act:

That TAAN Airlines, 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 Opa Locka, Florida, has named Gerald A. Martin, located at 2304 South Military Trail, Suite 100, West Palm Beach, FL 33415, as its agent to accept Service of Process within this State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated Corporation at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act and the provisions of Chapter 48.091, Florida Statutes, relating to keeping open said office.

Dated this 15th day of JANUARY, 1997.



Gerald A. Martin - Registered Agent