

L & M Airways
2565 Iroquois Circle
West Palm Beach, FL 33409

P970000 11078

January 30, 1997

Division Of Corporations
Attention: New Filings
409 E. Gaines St.
Tallahassee, FL 32314

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-01/31/97--01047--012
****122.50 ****122.50

To whom it may concern,

Enclosed you will find the original Articles of Incorporation of L & M AIRWAYS, INC., a new Florida corporation established on this date, January 30, 1997. In addition you will find a check in the amount of \$122.50 to cover the filing fees, agent fees, and fees to have a certified copy of the Articles returned to me. The return address is as follows:

L & M Airways, Inc.
c/o John D. Mahoney
2565 Iroquois Circle
West Palm Beach, FL 33409

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97 JAN 31 PM 1:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Sincerely,

John D. Mahoney
President - L & M Airways, Inc.

ARTICLES OF INCORPORATION
OF
L & M AIRWAYS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws 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 L & M Airways, Inc. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 2565 Iroquois Circle, West Palm Beach, Florida 33409

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any and all lawful business.

(c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE V

Preemptive 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 already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 2565 Iroquois Circle, West Palm Beach, Florida 33409, and the name of the initial registered agent of this Corporation at that address is John D. Mahoney.

ARTICLE VIII

Initial Board of Directors

This Corporation shall have two (2) directors initially.

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TALLAHASSEE FLORIDA

The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation is as follows:

John D. Mahoney President	2565 Iroquois Circle West Palm Beach, FL 33409
R. Christopher Laux Vice President	5900 NW 4th Avenue Boca Raton, FL 33487

ARTICLE IX

By-Laws

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

ARTICLE X

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

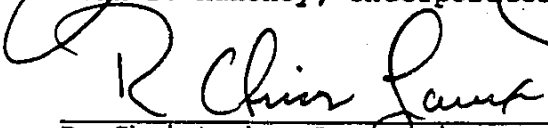
ARTICLE XI

Incorporator

The name and address of the persons signing these Articles is as follows: John D. Mahoney, 2565 Iroquois Circle, West Palm Beach, Florida 33409 and R. Christopher Laux, 5900 NW 4th Avenue, Boca Raton, Florida 33487.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 30 day of January, 1997.

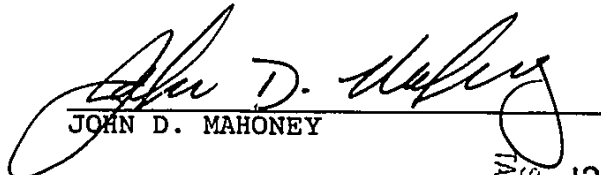

John D. Mahoney, Incorporator/President


R. Christopher Laux, Vice President

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT L & M AIRWAYS, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF WEST PALM BEACH,
STATE OF FLORIDA HAS NAMED JOHN D. MAHONEY LOCATED AT 2565
IROQUOIS CIRCLE, WEST PALM BEACH, STATE OF FLORIDA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



JOHN D. MAHONEY

INCORPORATOR

(TITLE)

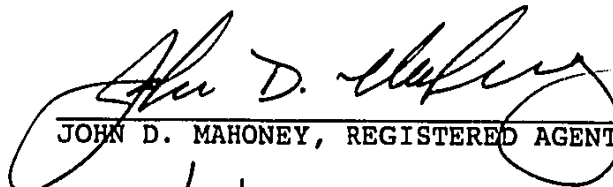
1/30/97

(DATE)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT 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 I FURTHER AM FAMILIAR WITH AND AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY
AND COMPLETE PERFORMANCE OF MY DUTIES, INCLUDING THE PROVI-
SIONS OF SECTION 607.325, FLORIDA STATUTES.



JOHN D. MAHONEY, REGISTERED AGENT

1/30/97

(DATE)