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LAW OFFICES

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JAMES B. DENMAN
BOARD CERTIFIED CIVIL TRIAL LAWYER

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February 9, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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RE: Articles of Incorporation of Air Atlantique, Inc.

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and the Certificate Designating Place of Business or Domicile for the Service of Process with regard to the above referenced corporation. I have also enclosed a check for \$122.50 to cover the cost of filing same and for a certified copy of the Articles which we request you return to us.

Thank you for your cooperation in this matter and should you have any questions with regard to the enclosed, please do not hesitate to contact me.

Very truly yours,


James B. Denman

JBD\cmc


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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION OF AIR ATLANTIQUE, INC.

ARTICLE I

The name of this corporation is Air Atlantique, Inc.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The general purposes for which this corporation is organized are:

1. To engage in the business of ownership, maintenance and use of aircraft.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes.
3. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

ARTICLE IV

The principal office and mailing address of the corporation is 2809 S.W. 46th Street, Ft. Lauderdale, Florida 33312.

ARTICLE V

The aggregate number of shares which the corporation is authorized to issue five hundred (500). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE VI

The street address of the initial registered office of the corporation is Suite 208, Coastal Tower, 2400 East Commercial Boulevard, Fort Lauderdale, Florida 33308, and the name of its initial registered agent at such address is James B. Denman.

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TALLAHASSEE FLORIDA

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is three

(3). The name and address of each person who is to serve as a member of the initial Board of

Directors is:

<u>Name</u>	<u>Address</u>
Richard L. Walser	2809 S.W. 46th Street Ft. Lauderdale, Florida 33312
James B. Denman	Suite 208, Coastal Tower Ft. Lauderdale, Florida 33308
Michael Collett	Hangar 5 Coventry Airport, United Kingdom CV8 3AZ

EXECUTED by the undersigned at Ft. Lauderdale, Broward County, Florida on this 7th day of February, 1997.

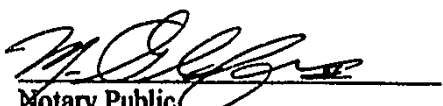

James B. Denman
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

PERSONALLY appeared before me the undersigned authority on the 7th day of February, 1997 a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, James B. Denman, known to be the person described as a subscriber to the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to and executed said Articles of Incorporation.

WITNESS my hand and official seal the day and year last aforesaid.




Notary Public

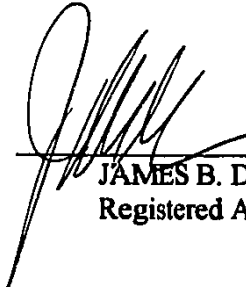
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, *Florida Statutes*, the following is submitted in compliance with said Act.

First, that Air Atlantique, 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 Ft. Lauderdale, County of Broward, State of Florida, has named **James B. Denman**, located at Suite 208, Coastal Tower, 2400 East Commercial Boulevard, Fort Lauderdale, Florida 33308, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept and agree to act in this capacity, and agree to comply with the provisions of said Act, relative to keeping open said office.



JAMES B. DENMAN
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA