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JAMES B. DENMAN
BOARD CERTIFIED CIVIL TRIAL LAWYER

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December 16, 1997

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

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-12/22/97--01154--008
*****70.00 *****70.00

RE: Air Atlantique, Inc. - Restated Articles of Incorporation

Dear Sir or Madam:

Enclosed herewith please find Waiver of Notice of Joint Special Meeting of the Board of Directors and Stockholders of Air Atlantique, Inc., Joint Resolution of Board of Directors and Stockholder of Air Atlantique, Inc., approving among other things, a name change, and the filing of Restated Articles of Incorporation. Finally, I enclose the Restated Articles of Incorporation executed by me as incorporator pursuant to the foregoing documents which I request that you kindly accept for filing. Please kindly certify the extra copy of these documents and return them to me with the certification page from your office.

I enclose our check in the total sum of \$70.00, in payment of your fees for this service.

Very truly yours,

James B. Denman

JBD/meh

Encl(s)

congratulations
Linda
page 6

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED ARTICLES OF INCORPORATION OF
AIR ATLANTIQUE, INC.

ARTICLE I

The name of this corporation is **Flying Fox, 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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

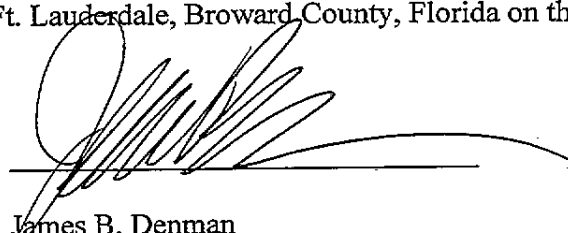
ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is two (2).

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 2400 East Commercial Boulevard Ft. Lauderdale, Florida 33308

EXECUTED by the undersigned at Ft. Lauderdale, Broward County, Florida on this 29th
day of NOVEMBER, 1997.


James B. Denman
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

PERSONALLY appeared before me the undersigned authority on the 29th day of
NOVEMBER, 1997 a Notary Public duly authorized in the State and County aforesaid to
take acknowledgments, 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



MARY E HARRIS
My Commission CC506009
Expires Oct. 26, 1999

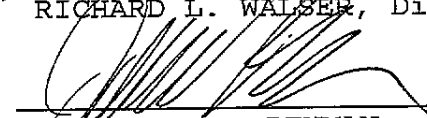
WAIVER OF NOTICE OF JOINT SPECIAL MEETING OF
THE BOARD OF DIRECTORS AND STOCKHOLDERS OF
AIR ATLANTIQUE, INC.

We, the undersigned, being the Board of Directors and all of the Stockholders of AIR ATLANTIQUE, INC., do hereby waive all notice of the joint special meeting of the Board of Directors and Stockholders of AIR ATLANTIQUE, INC., and do hereby agree and consent that the 28th day of November, 1997, at 2:00 P.M. be and the same is hereby fixed as the time, and 2400 E. Commercial Blvd., Suite 208, Ft. Lauderdale, Florida 33308 as the place for holding a joint special meeting of the Board of Directors and Stockholders of AIR ATLANTIQUE, INC. to approve the Restated Articles of Incorporation, changing the name of the Corporation to FLYING FOX, INC.

Dated this 28th day of November, 1997.

AIR ATLANTIQUE, INC.

BY: 
RICHARD L. WALSER, Director

BY: 
JAMES B. DENMAN, Director
and Sole Stockholder

BY: 
MICHAEL JOHN HIRST COLLETT,
Director

**JOINT RESOLUTION OF BOARD OF DIRECTORS AND
STOCKHOLDER OF AIR ATLANTIQUE, INC.**

WHEREAS, AIR ATLANTIQUE, INC., is presently an active Florida Corporation in good standing with the Department of State, and has been an active Florida Corporation since February 11, 1997; and

WHEREAS, AIR ATLANTIQUE, INC., was incorporated by James B. Denman, Esq., a citizen of the United States of America; and

WHEREAS, JAMES B. DENMAN, is the sole stockholder of AIR ATLANTIQUE, INC.; and

WHEREAS, RICHARD L. WALSER, JAMES B. DENMAN, MICHAEL JOHN HIRST COLLETT are the sole directors of AIR ATLANTIQUE, INC.

NOW THEREFORE, upon motion duly made, seconded and carried, it was resolved as follows:

1. Restated Articles of Incorporation will be filed pursuant to Florida Statutes §607.1007 to change the name of the Corporation to FLYING FOX, INC. Attached hereto, made a part hereof and marked Exhibit "A" to this Resolution is a copy of the proposed Restated Articles of Incorporation to be filed.

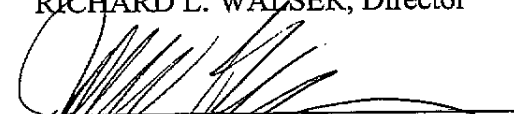
2. The Restated Articles of Incorporation shall be and are hereby authorized to be filed by James B. Denman.

3. A new set of corporate minutes, by-laws, corporate seal, and stock certificates shall be issued after acceptance by the Secretary of State, Division of Corporations of the State of Florida of the Restated Articles of Incorporation, a copy of which is attached hereto, made a part hereof and marked Exhibit "A" to this Resolution.

There being no further business coming before the Board of Directors and Stockholders of AIR ATLANTIQUE, INC., and on motion duly made, seconded and carried, the meeting was adjourned this 28th day of November, 1997.

AIR ATLANTIQUE, INC.

BY: 
RICHARD L. WALSER, Director

BY: 
JAMES B. DENMAN, Director and
Sole Stockholder

BY: 
MICHAEL JOHN HIRST COLLETT,
Director