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FROM: ADORNO & ZEDER, P.A.

ACCT#: 072100000120

CONTACT: JUSTIN T WILSON
PHONE: (305) 860-7098

FAX #: (305) 858-4777

NAME: SOUTHEAST JET LEASING, INC.

AUDIT NUMBER.....H97000003636

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES.....2

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**ARTICLES OF INCORPORATION
OF
SOUTHEAST JET LEASING, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. NAME

The name of this corporation is Southeast Jet Leasing, Inc. (the "Corporation")

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is:

2601 S.W. 14th Court
Deerfield Beach, FL 33442

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$1.00 per share.

**ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT**

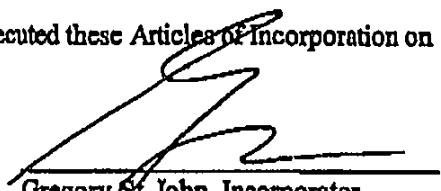
The initial registered office of this Corporation shall be at 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be Gregory St. John.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Gregory St. John, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on March 3, 1997.

This instrument prepared by:
Gregory St. John, Esq.
Florida Bar Number - 0240941
2601 S. Bayshore Drive - #1600
Miami, Florida 33133
(305) 858-5535


Gregory St. John, Incorporator

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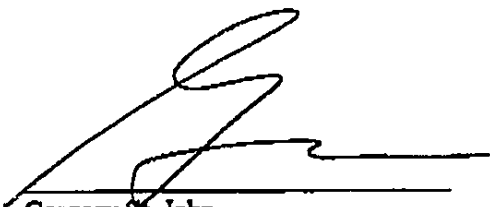
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is Southeast Jet Leasing, Inc.
2. The name and address of the Registered Agent and the Registered Office is:

Gregory St. John
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the Registered Agent of Southeast Jet Leasing, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the Registered Agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for the Corporation.

Date: March 3, 1997


Gregory St. John,
Registered Agent

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