

P97000036427

SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 E GAINES ST
TALLAHASSEE, FL 32399

27MAR97

RE- CORP APPL

GENTLEMEN:

700002132027--3
-04/02/97--01125--014
****122.50 ****122.50

ENCLOSED ARE TWO COPIES OF THE ARTICLES OF
INCORPORATION OF TOGEATHER WITH A CHECK FOR
\$122.50 US/ CHECK #4535

PLEASE PROCESS THESE FORMS ADN RETURN ONE
COPY TO : FACT AIRLINE SERVICES
 PO BOX 522190
 MIAMI FL 33152

KTHANKYOU FOR YOUR ATTENTION TO THIS REQUEST.

SINCERELY

W97-7734

LUZ MUNOZ.

FILED
97 APR 23 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. FRONSTER APR 23 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 3, 1997

FACT AIRLINE SERVICES
P.O. BOX 522190
MIAMI, FL 33152

SUBJECT: FACT AIRLINE SERVICES
Ref. Number: W9700007734

We have received your document for **FACT AIRLINE SERVICES** and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: **CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.**

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 297A00016759

ARTICLES OF INCORPORATION

ARTICLE 1 - NAME

FACT AIRLINE SERVICES CORP

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The corporation may engage in any activity of business permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One thousand (1,000) Shares. Such shares shall be common stock of a single class, and shall have a par value of \$1.00 us per share.

ARTICLE V - INITIAL REGISTERED AGENT (and initial registered office)

**The street address of the initial registered office of the corporation
FACT Airline Services - 2100 NW 107 AVE - Pembroke Pines.FL 33026
and said address is Luz Munoz who shall serve as registered agent of the
corporation, if required by law. The principal address and registered
office of the corporation are the same.**

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TALLAHASSEE, FLORIDA

ARTICLE VI - DIRECTORS

The number of directors may be altered from time to time by By-Laws adopted by the stockholders. However, the corporation shall have no less than one (1) director at any time. The name and address of each person whos is to serve as a member of the initial Board of Directors is:

Luz Munoz - 2100 NW 107 Ave - P. Pines, Fl 33026
Principal Director -
J.A. Munoz - 2100 NW 107 Ave - P. Pines, Fl 33026
Assistant Director -
Max Morales- 9765 SW 114 St - Miami, Fl 33176
Treasurer -

ARTICLE VII - INCORPORATORS

The names and post office addresses of the subscriber to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

NAME	ADDRESS	SHARES	VALUE
Luz Munoz	2100 NW 107 AVE	51 %	\$510.00
J.A. Munoz	2100 NW 107 Ave	10 %	\$100.00
Max Morales	9765 SW 114 St.	39 %	\$390.00

ARTICLE VII - AMENDMENTS

These articles of Incorporation may be amended in the manner provided by law.

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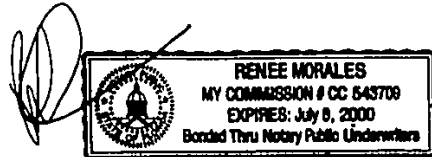
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - MEETINGS

The corporation may hold its meetings of Stockholders and/or Directors either within or without the State of Florida.

ARTICLE IX- STOCK OWNERSHIP

The ownership of all original stock shall be deemed according to actual owners economic input.



IN WITNESS WHEREOF, IN INCORPORATORS HAVE HEREUNTO
SET THEIR RESPECTIVE HANDS SEALS THIS 27 DAY OF MAY 97

The following hereby agrees to serve as registered agent for corporation
pursuant to the applicable Florida statutes.

A large, stylized handwritten signature in cursive script, likely belonging to the registered agent, is written over the text of the previous block.