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PLEASE REPLY TO:

Hollywood

FILE NO.:

JAOMI-0001

May 8, 1997

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-05/13/97--01039--001
***122.50 ***122.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: JACARANDA AIR OF MIAMI, INC.

Dear Sir/Madam:

Enclosed for filing please find one original and one copy of Articles of Incorporation for above-referenced corporation. Also enclosed is our firm's check in the amount of \$122.50 to cover the required filing and certified copy fees. Please complete the necessary filing and return the certified copy to the undersigned.

I am also enclosing a copy of this letter, please date stamp the copy and return it in the envelope provided for your convenience.

Thank you for your prompt attention to this matter. Please call me if you have any questions.

Very truly yours,

DAVID WEISMAN
DW/nd:239375
Enclosures
C: Mr. Earrol Smith

See 5/16

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 13 AM 9:29

ARTICLES OF INCORPORATION
OF
JACARANDA AIR OF MIAMI, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 13 AM 9:29

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida:

1. NAME The name of this corporation and the mailing address of the corporation are: **JACARANDA AIR OF MIAMI, INC.**, 2369 Raleigh Street, Hollywood, Florida, 33020.
2. PURPOSE The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.
3. CAPITAL STOCK This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.
4. DURATION This corporation shall commence its corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State and shall exist perpetually thereafter until sooner dissolved according to law.
5. INITIAL BUSINESS OFFICE AND REGISTERED AGENT The mailing address of the initial business office of this corporation is 2369 Raleigh Street, Hollywood, Florida, 33020, and the name of the initial registered agent of this corporation is DAVID WEISMAN whose address is 2021 Tyler Street, Hollywood, Florida, 33020.
6. INITIAL BOARD OF DIRECTORS AND OFFICERS This corporation shall have three (3) directors initially. The number of directors may be either 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 directors of this corporation are: **BRENDA G. STUGGIS, EARROL SMITH and ASTON CAMPBELL**. The initial officers of the corporation will be:

PRESIDENT - **BRENDA G. STUGGIS**

SECRETARY AND TREASURER - **EARROL SMITH**

VICE PRESIDENT - **ASTON CAMPBELL**

7. INDEMNIFICATION The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

8. BY-LAWS The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders if the Shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

9. AMENDMENTS This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned as incorporator has executed these Articles of Incorporation this 5 day of May, 1997.


EARROL SMITH, Incorporator

DW/nd:237781

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

SECRET
DIVISION OF CORPORATIONS
97 MAY 13 AM 9:29

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

First--That **JACARANDA AIR OF MIAMI, 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 Hollywood, County of Broward, State of Florida, has named **DAVID WEISMAN** whose address is 2021 TYLER STREET, HOLLYWOOD, FL 33020 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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


DAVID WEISMAN

237781