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ACCOUNT NO. : 072100000032

REFERENCE : 395055 134758A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizzuto

ORDER DATE : May 16, 1997

ORDER TIME : 11:44 AM

ORDER NO. : 395055-005

CUSTOMER NO: 134758A

600002181556--2

CUSTOMER: Theodore J. Klein, Esq
THEODORE J. KLEIN, ESQ

Suite 301
16855 N. E. 2nd Avenue
N. Miami Beach, FL 33162

DOMESTIC FILING

NAME: SKYGUIDE, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

FILED
STATE
CLERK
MAY 16 1997

RECEIVED
MAY 16 PM 12:10
97

EFFECTIVE DATE

5/14/97

Articles of Incorporation
of
SkyGuide, Inc.

FILED
SECRETARY OF STATE
DAVID J. ...
CORPORATION

THE UNDERSIGNED, being of legal age and a natural person, 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.

FIRST: The name of this corporation shall be:

SkyGuide, Inc.

SECOND: This corporation shall commence its existence on May 14, 1997, that date being the date of subscription to these Articles of Incorporation and this corporation shall exist perpetually thereafter unless sooner dissolved according to law.

THIRD: This corporation may engage in any activity or business permitted under the laws of the State of Florida.

FOURTH: This corporation is authorized to issue One Hundred (100) shares of common stock which shall be designated as "common shares". All of said stock shall be payable in cash, or payable in property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the board of directors of this corporation.

FIFTH: The initial mailing address and principal place of business of this corporation shall be 9881 W. Bay Harbour Drive, Suite 4, Bay Harbour Islands, Florida 33154 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

SIXTH: The name of the initial registered agent of this corporation is Theodore J. Klein, Esq., whose address is 16855 N.E. 2 Avenue, Suite 301, North Miami Beach, Florida 33162.

SEVENTH: The name of the incorporator signing these Articles of Incorporation is Theodore J. Klein, whose address is 16855 N.E. 2 Avenue, Suite 301, North Miami Beach, Florida 33162.

EIGHTH: No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of this corporation who is also a director or officer of such other

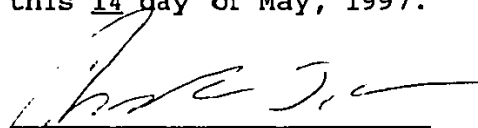
corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

NINTH: The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatsoever. The corporation shall have a first lien on the common shares of its shareholders and upon the dividends due them, if any, for any indebtedness of such shareholder to the corporation.

TENTH: This corporation shall indemnify and hold harmless and insure its officers and directors to the fullest extent permitted by law, either now or hereafter.

ELEVENTH: This corporation reserves the right to amend or repeal any provision 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 incorporator has executed these Articles of Incorporation on this 14 day of May, 1997.



Theodore J. Klein,
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, it is submitted that SkyGuide, Inc., desiring to organize under the laws of the State of Florida, has, on this 14 day of May, 1997, named Theodore J. Klein, Esq., whose address is 16855 N.E. 2 Avenue, Suite 301, North Miami Beach, Florida 33162, as its agent to accept service of process within Florida (registered agent).



Theodore J. Klein,
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of

process for the above stated corporation, at the place designated in the Articles of Incorporation and in the certificate, I hereby agree, on this 14 day of May, 1997, to accept the appointment as registered agent and to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligations of my duties as registered agent.



Theodore J. Klein, Esq.,
as Registered Agent

ai\skyguide

FILED STATE
SECRETARY OF REVENUE
MAY 16 1997