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May 28, 1997

FILED  
JUN - 2 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

Re: PELICAN INTERNATIONAL AIR, INC.

900002197329--3  
-06/02/97--01045--002  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation in reference to the above-named corporation for filing. Also, a check in the amount of \$122.50 representing the filing fee is enclosed.

The name and address of the incorporator and the address of the principal office are covered under Article VIII.

Thank you for your assistance in this matter.

Very truly yours,

*Kieran P. Fallon*

KIERAN P. FALLON

KPF:mec

Enclosures

*KPF*  
*5/30/97*

ARTICLES OF INCORPORATION

of

PELICAN INTERNATIONAL AIR, INC.

FILED  
97 JUN -2 PM 2:18  
SECRET  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION  
UNDER THE FLORIDA GENERAL CORPORATION ACT, ADOPTS THE  
FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

The name of the corporation of Pelican International Air, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the  
date of the filing of these Articles by the Department of State.

ARTICLE IV

The purpose(s) for which the corporation is organized is to engage in the  
transaction of any or all lawful business for which the corporation may be incorporated  
under the Florida General Corporation Act.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to  
issue is one thousand (1,000) shares of capital stock, \$1.00 par value.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the  
corporation are three (3) and the names and addresses of the persons who are to serve as  
directors until the first annual meeting of shareholders or until the successors are elected  
and qualified are:

President:	Jacob Chic
Vice-President:	Nelson Oxford
Secretary/Treasurer:	Fernando Birbragher

#### ARTICLE VII

The Shares of Capital Stock of this Corporation shall be issued to the following person(s):

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
JACOB CHIC	7220 N.W. 36 <sup>th</sup> St., Suite 608 Miami, Florida 33166	334
NELSON OXFORD	7220 N.W. 36 <sup>th</sup> St., Suite 608 Miami, Florida 33166	333
FERNANDO BIRBRAGHER	7220 N.W. 36 <sup>th</sup> St., Suite 608 Miami, Florida 33166	333

#### ARTICLE VIII

The name of the incorporator and the address of the principal office is:

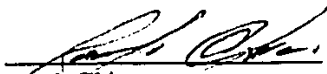
Jacob Chic  
7220 N.W. 36<sup>th</sup> Street, Suite 608  
Miami, Florida 33166

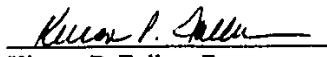
#### ARTICLE IX

The name and address of the initial registered agent is: Kieran P. Fallon, Esq.

The address of registered office is:  
2100 Coral Way  
Suite 500  
Miami, Florida 33145

DATED: 5/28/97

  
\_\_\_\_\_  
Jacob Chic  
Incorporator

  
\_\_\_\_\_  
Kieran P. Fallon, Esq.  
Initial Registered Agent

STATE OF FLORIDA     )  
                                      )  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 28th day of May, 1997, by Jacob Chic, as the Incorporator and by Kieran P. Fallon, Esq., as the Initial Registered Agent, who are personally known to me and who did take an oath.

*Maria E. Ceballos*  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:



**CERTIFICATE OF DESIGNATION - REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Pelican International Air, Inc.

2. The name and address of the registered office is:

Kieran P. Fallon, Esq.  
2100 Coral Way, Suite 500  
Miami, Florida 33145

DATED: 5/28/97

SIGNATURE: *Kieran P. Fallon*  
TITLE: PRESIDENT  
DATE: 5/28/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: *Kieran P. Fallon*  
TITLE: REGISTERED AGENT  
DATE: 5/28/97

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TALLAHASSEE, FLORIDA  
CLERK OF THE CIRCUIT COURT