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ACCOUNT NO. : 072100000032

REFERENCE : 417055 4313232

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 122.50

ORDER DATE : June 5, 1997

ORDER TIME : 9:33 AM

ORDER NO. : 417055-005

CUSTOMER NO: 4313232

200002202792--2

CUSTOMER: Dominick F. Miniaci, Esq.
DOMINICK F. MINIACI, P.A.

821 East Broward Boulevard

Fort Lauderdale, FL 33301-2064

DOMESTIC FILING

NAME: ABSOLUTE AIR CHARTER SERVICES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

RECEIVED
97 JUN -5 AM 10:42
DIVISION OF CORPORATION,
FLORIDA

JUN - 5 1997

**ARTICLES OF INCORPORATION
OF
ABSOLUTE AIR CHARTER SERVICES, INC.**

FILED
91 JUN -5 11:11:05
TALLAHASSEE, FLORIDA

ARTICLE 1

The name of this Corporation is:

ABSOLUTE AIR CHARTER SERVICES, INC.

Whose mailing address is:

821 EAST BROWARD BOULEVARD
FT. LAUDERDALE, FL 33301

ARTICLE 2

The Corporation has perpetual existence unless otherwise specified in these articles.

ARTICLE 3

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4

This Corporation is authorized to issue 100 shares of common stock with \$1.00 par value.

ARTICLE 5

The street address of the initial registered office of this Corporation is 821 EAST BROWARD BOULEVARD, FT. LAUDERDALE, FL 33301, Broward County, and the name of the initial Registered Agent of this Corporation is DOMINICK F. MINIACI.

ARTICLE 6

This Corporation shall have one director initially. The number of directors may be either increased or decreased from time

to time by the By-Laws but shall never be less than one (1) nor more than nine (9). The name and address of the initial director of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
BRUNO PIOTROWSKI	821 EAST BROWARD BOULEVARD FT. LAUDERDALE, FL 33301

ARTICLE 7

The name and address of the person signing these Articles is as follows:

<u>NAME</u>	<u>ADDRESS</u>
DOMINICK F. MINIACI	821 EAST BROWARD BOULEVARD FT. LAUDERDALE, FL 33301

ARTICLE 8

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE 9

The approval of the shareholders of this Corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

ARTICLE 10

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE 11

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or

amendment thereto, and any right conferred upon the shareholder subject to this reservation.

ARTICLE 12

This Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE 13

The name and street address of the subscriber to these Articles of Incorporation is:

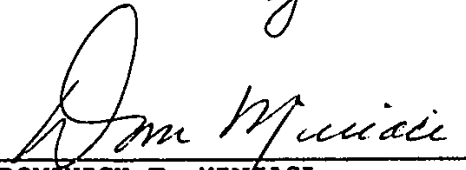
NAME

DOMINICK F. MINIACI

ADDRESS

821 EAST BROWARD BOULEVARD
FT. LAUDERDALE, FL 33301

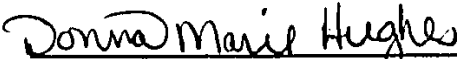
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of June, 1997.


DOMINICK F. MINIACI

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DOMINICK F. MINIACI, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 4th day of June, 1997.


NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:



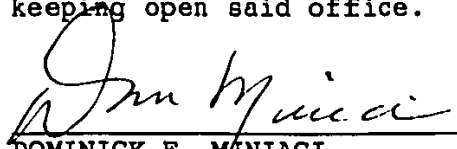
Donna Marie Hughes
MY COMMISSION # CC548317 EXPIRES
April 22, 2000
BONDED THROUGH FARM INSURANCE, INC.

Pursuant to Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That ABSOLUTE AIR CHARTER SERVICES, 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 Fort Lauderdale, Florida, County of Broward has named DOMINICK F. MINIACI located at 821 EAST BROWARD BOULEVARD, FT. LAUDERDALE, FL 33301, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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 provisions of said Act relative to keeping open said office.


DOMINICK F. MINIACI

1991 JAN 5 AM 11:05
TALLAHASSEE, FLORIDA