

**BRODIE & PAWLUC**

C O U N S E L L O R S   A T   L A W  
LAWRENCE P. BRODIE   SONIA M. PAWLUC

P97000054227

June 17, 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE:   Articles of Incorporation  
      SOUTH FLORIDA AIRLINES, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of the above corporation and a check in the amount of \$122.50 (\$35.00-filing fee, \$35-Registered Agent Designation, and \$52.50-certified copy). Upon filing, please return a certified copy of the Articles.

From:   Brodie & Pawluc  
      Post Office Box 2690  
      Stuart, FL 34995  
      Telephone: (407) 221-0110

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-06/19/97--01011--006  
\*\*\*\*\*122.50    \*\*\*\*\*122.50

Thank you in advance for your attention to this matter.

Very truly yours,

*Lawrence Brodie*

Lawrence P. Brodie

rlb  
Enclosures

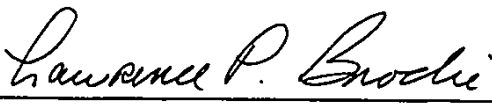
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ARTICLES OF INCORPORATION  
OF  
SOUTH FLORIDA AIRLINES, INC.

FILED  
97 JUN 19 PM 12:06  
TALLAHASSEE, FLORIDA

1. The name of this Corporation is SOUTH FLORIDA AIRLINES, INC. (the "Corporation").
2. The street address of the initial principal office of the Corporation is 819 South Federal Highway, Suite 106, Stuart, FL 34994; the mailing address of the initial principal office of the Corporation is Post Office Box 2690, Stuart, FL 34995.
3. The Corporation shall have the authority to issue 10,000,000 shares of Common Stock, par value \$.01 per share.
4. The name and street address of the initial registered agent of the Corporation is Lawrence P. Brodie, 819 South Federal Highway, Suite 106, Stuart, FL 34994.
5. The name and address of the incorporator are Lawrence P. Brodie, 819 South Federal Highway, Suite 106, Stuart, FL 34994.

Dated: June 17, 1997

  
\_\_\_\_\_  
Lawrence P. Brodie, Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED

97 JUN 19 PM 12:06

STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE 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 SOUTH FLORIDA AIRLINES, INC.
2. The name and address of the registered agent and office is

Lawrence P. Brodie  
819 South Federal Highway, Suite 106  
Stuart, FL 34994

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 17, 1997

*Lawrence P. Brodie*

Lawrence P. Brodie, Registered Agent