



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

P97000058416

June 25, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/02/97--01062--001
*****70.00 *****70.00

RE: FLY America Inc.
P3331521FLSOR

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for FLY America Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Regina Cephas
Regina Cephas
Vice President

enc.

FILED
97 JUL -2 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 7-3-97

ARTICLES OF INCORPORATION

OF

Fly America Inc.

97 JUL -2 11:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST:** The name of the corporation shall be **Fly America Inc.**
- SECOND:** The address of the initial registered office of the corporation is 3901 SW 58th Street, Ft. Lauderdale, FL 33312, County of Broward .
The name of the registered agent located at said address is John Goodin.
- THIRD:** The principal address of the corporation is 217 SW 29th Street, Ft Lauderdale, FL 33315.
- FOURTH:** The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH:** The total authorized stock of this corporation is divided into 100 shares of no par value.
- SIXTH:** The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Mark Sorenson 1320 North 70th Avenue, Hollywood, FL 33024.

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Wendy Snow c/o The Company Corporation, 1313 N. Market Street, Wilmington, DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 25th day of June, 1997.

Wendy Snow

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 25th day of June, 1997 by Wendy Snow.

Susan M. Griffin
Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Wendy Snow, 1313 N. Market Street,
Wilmington DE 19801 (302) 575-0440

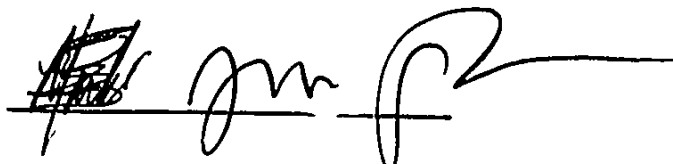
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this FLY AMERICA INC.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of FT. LAUDERDALE, State of
Florida, has named JOHN GOODWIN located at
3901 SW 58th St.
FT. LAUDERDALE 33312 as its agent for service of
process within Florida.

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.



061997
Date