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CHRISTINE A. BUTLER  
ATTORNEY AT LAW  
5420 OAK CANOPY WAY  
FORT LAUDERDALE, FLORIDA 33312

July 29, 1997

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

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-08/08/97--DI122--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: AIR-JACK USA INC.

Dear Sir/Madam:

Enclosed please find an original of the Articles of Incorporation together with a check made payable to the Department of State in the amount \$122.50 with respect to the above-referenced corporation.

Please file the enclosed Articles of Incorporation and return a certified copy of same to the undersigned.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

*Christine Butler*  
Christine A. Butler  
(954) 964-5420

Enclosures

cc: Mr. Iain Richmond

FILED  
97 AUG -8 PM 11:45  
TALLAHASSEE, FLORIDA

9AC 8/14/97

ARTICLES OF INCORPORATION  
OF  
AIR-JACK USA INC.  
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is AIR-JACK USA INC.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

4630 N.W. 102 Avenue, Apartment 203  
Miami, Florida 33178

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 5420 Oak Canopy Way, Fort Lauderdale, Florida, 33312, and the name of the initial Registered Agent of the Corporation at that address is Christine A. Butler.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
IAIN RICHMOND	4630 N.W. 102 Avenue, Apt. 203 Miami, Florida 33178

ARTICLE VIII

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
CHRISTINE A. BUTLER	5420 Oak Canopy Way Fort Lauderdale, FL 33312

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of August, 1997.

Christine Butler  
CHRISTINE A. BUTLER  
Incorporator

STATE OF FLORIDA            )  
                                  ) ss:  
COUNTY OF BROWARD        )

Sworn to and subscribed before me this 1st day of August, 1997, by CHRISTINE A. BUTLER.

(X ) Personally known to me; or

( ) Produced Identification; Type of Identification produced  
\_\_\_\_\_.

NOTARY PUBLIC:

Sign: Margaret O. Trice  
Print Name: MARGARET O. TRICE  
Commission No.: CC 327898  
My Commission Expires: DEC. 20, 1997



MARGARET O. TRICE  
COMMISSION # CC 327898  
EXPIRES DEC 20, 1997  
Atlantic Bonding Co., Inc.  
800-732-2245

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of AIR-JACK USA INC., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of AIR-JACK USA INC.

Date: August 1, 1997



CHRISTINE A. BUTLER  
Initial Registered Agent

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