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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400002302894--3
-09/25/97--01006--008
****122.50 ****122.50

SUBJECT: Fandango Air, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Stuart Rotman, CPA, PA
Name (Printed or typed)

4700 N. State Road 7, Suite #208
Address

Fort Lauderdale, FL 33319-5804
City, State & Zip

(954)485-1200
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 AM 4:52

NOTE: Please provide the original and one copy of the articles.

9-26-97
WS

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 SEP 25 AM 4:52

ARTICLES OF INCORPORATION
OF
FANDANGO AIR, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida. It is the intent that the corporation will exist forever.

ARTICLE I - NAME

The name of this corporation is Fandango Air, Inc. and the mailing and principal address is 3232 SW 2nd Avenue, Bay 110, Fort Lauderdale, Florida 33315.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock, having a nominal or par value of \$1.00.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$ 500.00.

ARTICLE V - PRE-EMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase his pro-rata share of an unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this corporation is 3232 SW 2nd Avenue, Bay 110, Fort Lauderdale, Florida 33315. The initial Registered Agent of this corporation at that address is Robert Wynkoop.

ARTICLE VII - DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Name	Address	Office
Robert Wynkoop	1509 NW 112th Terrace Pembroke Pines, FL 33026	President
Regina Salser	1509 NW 112th Terrace Pembroke Pines, FL 33026	V.Pres/Sec/Treas

ARTICLE IX - INCORPORATORS

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

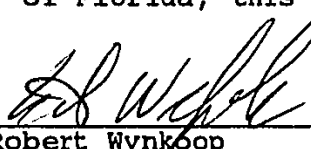
Robert Wynkoop, 1509 NW 112th Terrace, Pembroke
Pines, Florida 33026.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 SEP 25 AM 11:52

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and Stockholders sign a written statement manifesting the intention that a certain amendment of these Articles of Incorporation be made.

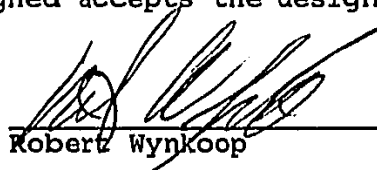
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 16 day of September, 19 97.



Robert Wynkoop

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the designation.



Robert Wynkoop

9/16/97