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Transmittal Letter

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

**SUBJECT: Diplomat Skylines Corporation**

Enclosed is an original and two (2) copies of articles of incorporation and a check for : one hundred thirty one and 25/100 dollars (\$131.25) filing fee, Certified Copy, and certificate.

From:

Tamer Ghonim  
2127 Grand Brook Circle # 1423B  
Orlando, FL32810

Daytime telephone number: 407.667.0534.  
Fax number 407.667.0533

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10/7/97

EFFECTIVE DATE

10-1-97

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 OCT - 6 AM 8:43

FILED

## Articles of Incorporation

*The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Article of Incorporation.*

☐ Article I

Names of Business: The name of the corporation shall be:

**Diplomat Skylines Corporation.**

☐ Article II

Principal Office, mailing address, and registered agent

- Principle Office address:

452 Osceola Street, Suite 213  
Altamonte Springs, FL 32701.

- County: Seminole

- Mailing Address:

P. O. Box: 161605,  
Altamonte Springs, FL 32716-1605

- Registered agent:

Tamer Ghonim

- Registered agent/Office address:

2127 Grand Brook Circle, #1423B,  
Orlando, FL 32810.

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☐ Article III

Purpose of Business.

The Purposes of the corporation is: Resale of aircraft, operation and management of private aircraft, Public Airline transportation, and Air Charter.

The Corporation will have its main office in The State of Florida, The Corporation will start immediately establishing its Regional Office In United Arab Emirates.

☐ Article IIII

Officers Names, and Titles.

Tamer Ghonim, Chairman and Chief Executive Officer.

Saeed AlHamili, President, General Manager.

☐ Article V

Shares, Par Value, and Share holders:

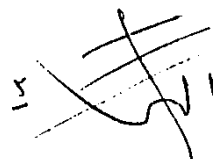
The number of COMMON shares of stock this corporation is authorized to have outstanding at any one time is five hundred million shares (500,000,000)

Share Par value: \$0.01/share.

The number of PREFERRED shares of stock this corporation is authorized to have outstanding at any one time is fifty million shares (50,000,000)

Share Par value: \$100.00/share.

The board of directors may increase the number of outstanding shares, if deemed necessary at any future date.



**Shares Holders:**

**Tamer Ghonim, 50% owner. COMMON shares: two hundred and fifty million shares (250,000,000). PREFERRED shares: twenty five million shares (25,000,000)**

**Saced AlHameli, 50% owner. COMMON shares: two hundred and fifty million shares (250,000,000). PREFERRED shares: twenty five million shares (25,000,000)**

☐ **Article VI**

**Liability**

The corporation is a separate entity from it's directors, incorporators. The personal liability of the incorporators is separate from the corporation except where stated otherwise by state, and / or federal laws.

☐ **Article VII.**

**Effective Date**

Effective date of Incorporation: Wednesday October 1<sup>st</sup>, 1997.

☐ **Article VIII.**

**Management & Administration**

The Corporation will be jointly administered by the Two share holders stated in Article V. The Share holders may not, and do not have the right to surrender their management authorities and responsibilities to any other third parties, in any way or form. Such form as, power of attorney, assignment, appointment, or representation letters oral or written, or any form or manner thereof. If any of the shareholders elects to surrender or step down from their management or administrative position, it will automatically be assigned to the other shareholder, who might elect to distribute the tasks and assignment on other board members, or may request outside expertise if necessary, with a majority approval from board members.

☐ **Article IX.**

**Death of Management Shareholders.**

As a general rule: In the case of death of any of the shareholders with management and administrative assignments or position, Their heirs will only inherit their shares without any management tasks and responsibilities. The heirs in principle or by representation in any from, will have no right, nor the corporation will be obligated to reveal any of the transactions, operations, or any of the corporation documents related to any and all of the corporation business and activities, This includes but not limited to assets, financial statements, bank account(s), liabilities, cash, financial instruments, inventory, employees, agreements, contracts, dealers, vendors, resellers.

☐ **Article X**

**Fiscal Year, Taxes, and Governing Regulations.**

The Corporation Fiscal year starts January 1<sup>st</sup> of each year and ends on December 31<sup>st</sup>. Host country regulations and Taxation system will apply only on the part of revenue generated by transactions in the host country, unless otherwise stated by state, federal, and country laws.

Each Office shall maintain its records in English language and in format and content approved by United States Certified Public Accountant Association and Bars standards, and United States Internal Revenue Service requirements. Unless local regulations and laws have other requirements, which local offices will be obligated to have local requirements satisfied in an additional format.

Each Regional Office will have to submit on the last business day of each month full expense report, financial statements, and cash flow report. Any other documents requested by the headquarters shall be required to be submitted within two business days unless otherwise stated.



□ Article XI

**Capital Investment - Capital Reserves.**

By the end of each fiscal year a fifteen (15%) percent of Net PROFIT after taxes shall be held as CAPITAL RESERVE. This capital reserve may not be used for bonuses, compensation of any form to any shareholder or other beneficiary. In an event such activities as mergers and acquisition, only fifty (50%) of accumulated CAPITAL RESERVE may be used to provide payment for such activities. Further more, CAPITAL RESERVE shall not be used as collateral for any borrowed funds or financial instruments from any financial institution.

Management shall exercise best efforts to ensure that these capital reserves are invested in an interest generating account(s), such as certificate of deposits. Insured Money market accounts, or any revenue bearing similar account.

□ Article XIII

**Arbitration - Governing Law**

The Shareholders hereto shall use good faith efforts to settle any disputes arising under these ARTICLES OF INCORPORATION. In the event any such dispute shall be submitted to the arbitration in accordance with the RULES OF CONCILIATION and Arbitration of the INTERNAIONAL CHMABER OF COMMERCE. The arbitration shall take place in FRANCE and the substantive law of the STATE OF FLORIDA, United SATES OF AMERICA shall govern. The arbitral tribunal shall be composed of three (3) arbitrators selected in accordance with said rules, the proceedings shall be conducted in the English language and a majority vote of the arbitral tribunal shall be decisive. The arbitral award shall state the reasons for the decision and the extent to which the parties shall bear the costs and expenses of arbitration. The parties expressly agree that arbitration is the exclusive means of resolving any disputes under this ARTICLE OF INCORPORATION, and neither party shall commence any action in any court of law with regard to any such disputes.

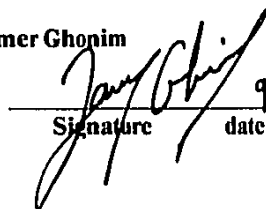
If an action in a court of law becomes unavoidable, and necessary, The courts governing are to be the LAWS of THE STATE OF FLORIDA, and jurisdictions under the STATE OF FLORIDA courts. NO foreign court system has any governing jurisdiction, unless otherwise stated by criminal laws, treaty agreements, and /or federal/state laws.

□ ARTICLE XIV:

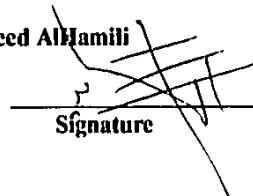
**Dissolution on Incorporation:**

In an event of Loss over thirty-five (35%) of total capital, the corporation shall issue a probation period of six months, in which all efforts are made to recover from loss. If such efforts fail, the directors, board members, and managers are automatically relieved from their duties, and assignments. Third party expertise, which might include financial manager, stock brokers, executive manager, financial controllers shall be contract to dissolve the cooperation, file appropriate governmental forms, pay all liabilities, perform all tasks required by such commissions as United States Securities and Exchange commission, and file chapter 11 and related bankruptcy requirements.

Tamer Ghonim

  
Signature date 9/30/97

Saeed AlHamili

  
Signature date 9/30/97

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

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 corporation is **Diplomat Skylines Corporation.**

2- The name of the registered agent and office is:

**Tamer Ghonim  
2127 Grand Brook Circle, #1423B  
Orlando, FL 32810**

FILED  
97 OCT -6 AM 8:43  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

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 prior and complete performance of my duties., and I am familiar with and accept my position as registered agent.

  
\_\_\_\_\_  
Signature

9/30/97  
\_\_\_\_\_  
Date