

P97000086617

10/07/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:22 PM

((H97000016692 0)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: HONDURAS AIRWAYS INCORPORATED

AUDIT NUMBER.....H97000016692

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:02:35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT - 7 AM 8:04

5/10/8

H97000016692

97 OCT -7 AM 8:04
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

HONDURAS AIRWAYS INCORPORATED

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is HONDURAS AIRWAYS INCORPORATED (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is 5000 Northwest 36th Street, Suite 210, Miami, Florida 33122.
- THIRD: The Corporation is authorized to issue 1,000,000 shares of common stock, par value \$.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: Jose A. Santos, Jr., 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have three directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial directors of the Corporation are:

H97000016692

PREPARED BY:
Jose A. Santos
Florida Bar Number 438870
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131

#97000016692

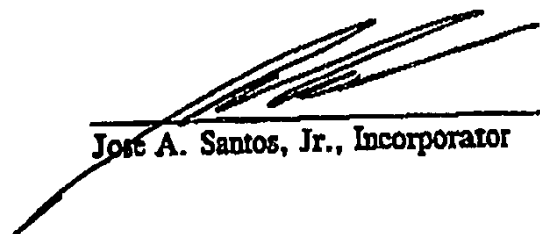
Evan McNab
5000 Northwest 36th Street
Suite 210
Miami, Florida 33122

Jerry Hinds
5000 Northwest 36th Street
Suite 210
Miami, Florida 33122

Romeo Silvestri
5000 Northwest 36th Street
Suite 210
Miami, Florida 33122

EIGHTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of October, 1997.



Jose A. Santos, Jr., Incorporator

#97000016692

#97000016692

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Anna D. Salgado
Anna Salgado, Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -7 AM 8:04

#97000016692