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RICHARD H. BRESLOW

ATTORNEY AT LAW
BOCA AVIATION BUILDING
3700 AIRPORT ROAD
SUITE 401
BOCA RATON, FL 33431
407-347-8585
FAX: 407-347-8967

FILED

97 OCT 17 PM 12:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 15, 1997

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

000002323180--6
-10/17/97--01077--009
***122.50 ***122.50

Re: Boca Air Brokerage, Inc.
Articles of Incorporation

Gentlemen:

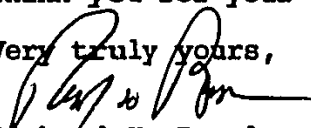
Enclosed are the following:

1. Two original Articles of Incorporation
2. Two original Certificates Designating Place of Business or Domicile for the Service of Process within this State, Naming Agent upon whom process may be served
3. Check in the sum of \$122.50

Kindly file these documents and return a certified copy to my office as soon as possible.

Thank you for your anticipated cooperation.

Very truly yours,



Richard H. Breslow

RHB:hs
Encls.

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

1. The name of the Corporation is:
Boca Air Brokerage, Inc.
2. The mailing address for the corporation shall be:
3700 Airport Road, Suite 401
Boca Raton, Florida 33431
3. The period of its duration is perpetual.
4. The purpose is to engage in activities or business permitted under the laws of the United States and Florida.
5. The corporation shall have authority to issue 5,000 shares, all of one class, \$1.00 par value.
6. The address of its initial registered office is 3700 Airport Road, Suite 401, Boca Raton, Florida 33431, and the name of its initial registered agent at said address is Martin F. Greenberg.
7. The number of directors constituting its initial board of directors is two (2) whose names and addresses are:

NAME

ADDRESS

Mark Wantshouse

3700 Airport Road, Suite 401
Boca Raton, Florida 33431

Michael Wheeler

3700 Airport Road, Suite 401
Boca Raton Florida 33431

8. The name and address of the incorporator is:

NAME

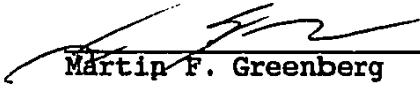
ADDRESS

Martin F. Greenberg

3700 Airport Road, Suite 401
Boca Raton, Florida 33431

9. Preemptive Rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the shareholders, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

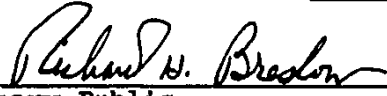
Dated this 15th day of October, 1997.


Martin F. Greenberg

State of Florida
County of Palm Beach

Before me, the undersigned authority, personally appeared Martin F. Greenberg, who is to me personally known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

In witness whereof, I have hereunto set my hand and my official seal, at Boca Raton, in said County and State, this 15th day of October, 1997.


Notary Public
State of Florida



RICHARD H. BRESLOW
My Commission CC463525
Expires May. 14, 1999
Bonded by HAI
800-422-1555

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-that Boca Air Brokerage, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 3700 Airport Road, Suite 401, Boca Raton, Florida 33431 has named Martin F. Greenberg, 3700 Airport Road, Suite 401, Boca Raton, Florida 33431 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Martin F. Greenberg

Dated: October 15, 1996