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October 11, 1997

Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32703

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-10/21/97--01063--009
***122.50 ***122.50

Re: Genesis Aviation II, Inc.

Dear Sirs:

I am enclosing an original and a copy of the Articles of Incorporation for the above-named corporation. A check in the amount of \$122.50 for the related fees is enclosed.

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

Very truly yours,



Ramy El-Batrawi
501 W. Horatio Street, Suite 220
Tampa, FL 33606

Enclosures

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SECRETARY OF STATE
CORPORATION DIVISION
97 OCT 21 AM 10:05

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ARTICLES OF INCORPORATION
OF
Genesis Aviation II, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 21 AM 10:05

I the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Genesis Aviation II, Inc.

ARTICLE II

Existence of Corporation

This corporation shall have perpetual existence. The corporation's initial principal office and mailing address shall be 501 W. Horatio Street, Suite 240, Tampa, FL 33606.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida. The original, but not exclusive, purpose will be airplane operation.

ARTICLE IV

General Powers

The Corporation shall have power:

- (a) To broker real estate, business opportunities, mortgages, to purchase, take, receive, lease, or otherwise acquire, option, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated, if so licensed.
- (b) To sell, convey, mortgage, pledge, create a security interest in, lease exchange, transfer, and otherwise dispose of all or part of its property assets.
- (c) To be a promoter, incorporator, partner, member, associate, franchisor, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- (d) To have and exercise all powers necessary or convenient to effect its purposes permitted under the laws of the State of Florida.

ARTICLE V

Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having \$1.00 par value. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair evaluation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

ARTICLE VI

Preemptive Rights

The stockholders of the corporation shall have the preemptive right to subscribe for and purchase their proportionate shares of any additional stock issued by the corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE VII

Registered Office and Registered Agent

The street address of the corporation's principal office is 501 W. Horatio Street, Suite 240, Tampa, FL 33606. The initial registered office is 501 W. Horatio Street, Suite 220, Tampa, FL 33606 and the name of the corporation's initial registered agent at such address is Ramy El-Batrawi. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with 607.037 of the Florida Statutes.

ARTICLE VIII

Director(s)

The initial Board of Directors shall consist of one (1) member who need not be a resident of the State of Florida or shareholder of the corporation. At no time shall the corporation have more than seven (7) Directors. The number of Directors may be increased or diminished from time to time by the By-laws. However, there shall never be less than one (1).

The name and address of the persons who shall serve as the Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Ramy El-Batrawi	501 W. Horatio Street, Suite 220 Tampa, FL 33606

ARTICLE IX

Incorporator

The name and street address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Ramy El-Batrawi	501 W. Horatio Street, Suite 220 Tampa, FL 33606

ARTICLE X

Amendment to Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles as
Incorporator for the uses and purposes therein stated.

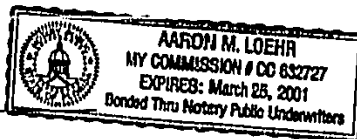



Ramy El-Batrawi

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, an officer duly qualified to take acknowledgments, personally appeared Ramy El-Batrawi, to me known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this
day of oct 17, 1997.



My Commission Expires:

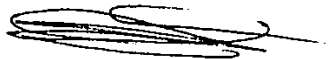
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHO PROCESS MAY BE SERVED

In compliance with 48.091, Florida Statutes, the following is submitted.

Genesis Aviation II, Inc., desiring to organize or qualify under the laws of the State of Florida, County of Hillsborough, City of Tampa, has named Ramy El-Batrawi, located at 501 W. Horatio Street, Suite 220, Tampa, FL 33606, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Ramy El-Batrawi

Date: _____

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CLERK OF STATE
CORPORATIONS