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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: THRtree AMIGOS FLYING SERVICES, INC.

AUDIT NUMBER.....H97000018864

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

CERT. OF STATUS..0

PAGES.....5

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11-12-97

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97 NOV 13 AM 10:32

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**ARTICLES OF INCORPORATION**

(5)

OF

**THREE AMIGOS FLYING SERVICES, INC.**

**ARTICLE I. EFFECTIVE DATE**

The name of this Corporation is:

11-12-97

**THREE AMIGOS FLYING SERVICES, INC., a Florida Corporation**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 NOV 13 AM 10:32

**ARTICLE II.**

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE III.**

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV.**

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

**ARTICLE V.**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

**ARTICLE VI.**  
**VOTING RIGHTS:**

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Prepared by:  
Mark B. Goldstein, Esquire  
2255 Glades Road, Suite 236W  
Boca Raton, Florida 33431  
(561) 995-9350  
Florida Bar No. 705276

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**ARTICLE VII**  
**PREEMPTIVE RIGHTS:**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VIII**

The street address of the initial registered office of this Corporation is: 2255 GLADES ROAD, SUITE 236W, BOCA RATON, FLORIDA 33431, and the name of the initial registered agent of this Corporation at that address is: MARK B. GOLDSTEIN, and the principal place of business of the Corporation is: 2255 GLADES ROAD, SUITE 236W, BOCA RATON, FLORIDA 33431.

**ARTICLE IX**

This Corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Director of this Corporation is:

MICHAEL KEISTER  
P.O. BOX 52-1296  
MIAMI, FLORIDA 33152-1296

CHARLES ELTON  
P.O. BOX 52-1296  
MIAMI, FLORIDA 33152-1296

LEONARD TRAFICANTI  
P.O. BOX 52-1296  
MIAMI, FLORIDA 33152-1296

MARK B. GOLDSTEIN  
2255 GLADES ROAD, SUITE 236W  
BOCA RATON, FLORIDA 33431

**ARTICLE X**

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

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MARK. B. GOLDSTEIN  
2255 GLADES ROAD, SUITE 236W  
BOCA RATON, FLORIDA 33431

ARTICLE XI.  
AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of November, 1997.


THREE AMIGOS FLYING SERVICES,  
INC., a Florida Corporation

BY:   
MARK B. GOLDBSTEIN, Incorporator

STATE OF FLORIDA                    }  
  }ss:  
COUNTY OF PALM BEACH        )

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 12 day of November, 1997, in the County and State aforesaid.

  
PRINT NAME: ANGELA WARSHEFSKY  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires:  
Commission No:



ANGELA CATHERINE WARSHEFSKY  
My Commission CC528542  
Expires Jan. 29, 2000

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

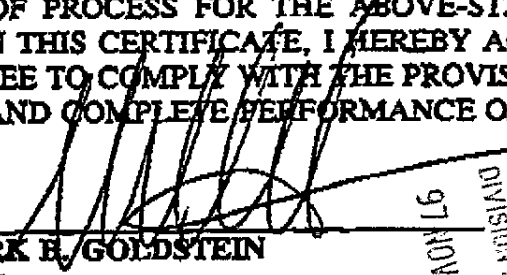
IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT **THREE AMIGOS FLYING SERVICES, INC., A FLORIDA CORPORATION** DESIRING  
TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT: 5700 N.W. 36TH  
STREET, MIAMI, FLORIDA 33166, HAS NAMED: **MARK B. GOLDSTEIN, 2255 GLADES  
ROAD, SUITE 236W, BOCA RATON, FLORIDA 33431**, AS ITS AGENT TO ACCEPT SERVICE  
OF PROCESS WITHIN FLORIDA.

**THREE AMIGOS FLYING SERVICES, INC.,**  
a Florida Corporation

BY:   
**MARK B. GOLDSTEIN, DIRECTOR**

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 FURTHER AGREE TO COMPLY WITH THE PROVISIONS  
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY  
DUTIES.

BY:   
**MARK B. GOLDSTEIN**  
Dated:


STATE OF FLORIDA

COUNTY OF PALM BEACH

} ss:

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer  
oaths and to take acknowledgments, personally appeared **MARK B. GOLDSTEIN**, known to me to  
be the person described in and who executed the foregoing instrument, who acknowledged before me  
that he executed the same, that I relied upon the following form of identification of the above-named  
person; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 12 day of November, 1997, in the County  
and State aforesaid.

  
**PRINNAME: ANGELA WARSHEFSKY**  
**NOTARY PUBLIC, STATE OF FLORIDA**  
My commission expires:  
Commission No: \_\_\_\_\_



ANGELA CATHERINE WARSHEFSKY  
My Commission CC528542  
Expires Jan 25, 2000

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