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98 JAN 12 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

January 6, 1998

Department of State
Division of Corporations
Post Office 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

SUBJECT: North American Flight Center, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fees
& Certificates

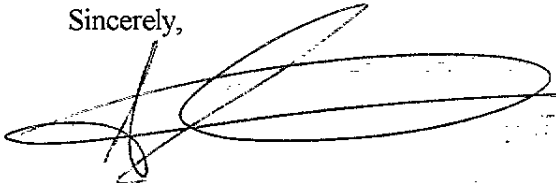
\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee
Certified Copy
& Certificate

Please provide the original and one copy of the articles.

Should you have any questions, please feel free to contact the undersigned at any time.

Sincerely,



Frank E. Amsalem, Esq.

FEA/fa
Encl.

P. Hall
JAN 13 1998

**ARTICLES OF INCORPORATION OF
NORTH AMERICAN FLIGHT CENTER, INC.**

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SECRETARY OF STATE

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for the corporation:

ARTICLE I.

NAME

The name of the corporation is: **North American Flight Center, Inc.**

ARTICLE II.

PRINCIPAL OFFICE

The street address of the corporation's initial principal office is 777 Arthur Godfrey Road, Second Floor, City of Miami Beach, County of Dade, State of Florida, 33140.

ARTICLE III.

CORPORATE DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV.

PURPOSE OR PURPOSES

The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on or in connection with or auxiliary to the preceding business.

**ARTICLE V.
CAPITALIZATION**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is One Thousand (1,000) shares. These shares shall be of a single class of common stock, and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE VI.
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is, 777 Arthur Godfrey Road, Second Floor, City of Miami Beach, County of Dade, State of Florida, 33140, and the name of its initial registered agent at such address is Frank E. Amsalem, Esq..

**ARTICLE VII.
CORPORATE POWERS**

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

**ARTICLE VIII
INCORPORATORS**

The name and street address of each person signing these articles of incorporation as an incorporator is Frank E. Amsalem; 777 Arthur Godfrey Road, Second Floor, Miami Beach, Florida 33140.

**ARTICLE IX.
DIRECTORS**

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is One (1), and the names and addresses of the initial director is Robert Laffargue, 79 Avenue du General de Gaulle, 94490 Ormesson, France.

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be One (1) year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall remain unchanged until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X.

OFFICERS

The corporation shall have no less than (1) principal officers of the initial officer is Robert Laffargue, 79 Avenue du General de Gaulle, 94490 Ormesson, France as President.

The initial officers shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each officer shall be One (1) year and until the election and qualification of a successor. The number of officers set forth in these articles of incorporation shall remain the same until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE XI.

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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII.

TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusals to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XIII.

INDEMNIFICATION

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or

her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

**ARTICLE XIV.
BYLAWS**

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than forty-five (45) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

**ARTICLE XV.
DISSOLUTION**

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholders.

The undersigned incorporators of this corporation, have executed these articles of incorporation at 777 Arthur Godfrey Road, Second Floor, Miami Beach, Florida 33140.

Dated 6 January, 1998



Frank E. Amsalem

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

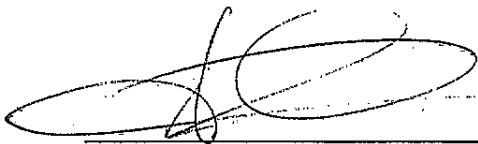
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: North American Flight Center, Inc..
2. The name and the address of the registered agent and office is:

Frank E. Amsalem
777 Arthur Godfrey Road
Second Floor
Miami Beach, Florida 33140

Having been named to accept service or 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 6 January, 1998



Frank E. Amsalem