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LAW OFFICES

ROBERT M. PALMER, P.A.

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4800 NORTH FEDERAL HIGHWAY

BOCA RATON, FLORIDA 33431

OF COUNSEL

ELK. BANKIER, PALMER & CHRISTU

TELEPHONE (561) 750-0700

FAX (561) 750-0302

January 15, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/20/98--01033--008
****122.50 ****122.50

RE: SUN AIR CHARTER, INC.

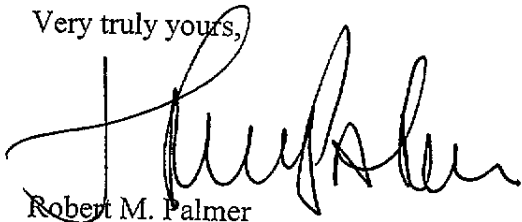
Gentlemen:

Enclosed please find the following for filing:

1. Original and one copy of Articles of Incorporation for the above.
2. Our check for \$122.50 to cover the filing fee.

Please return a certified copy of the Articles to the undersigned together with the Certificate of Incorporation.

Very truly yours,



Robert M. Palmer

RMP/kds

Enc.

FILED
98 JAN 20 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-21-28

FILED
98 JAN 20 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
Of
Sun Air Charter, Inc.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I
Name

The name of the corporation shall be:

SUN AIR CHARTER, INC.

Article II
Principal Office

The principal place of business and mailing address of this corporation shall be:

5529 N. MILITARY TRAIL, SUITE 1508
BOCA RATON, FL 33496

Article III
Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

1,000

Article IV
Initial Registered Agent & Address

The name and address of the initial registered agent is:

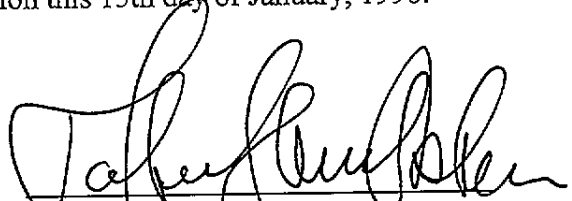
Robert M. Palmer
4800 N. Federal Highway, Suite 200-E
Boca Raton, FL 33431

Article V
Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Robert M. Palmer
4800 N. Federal Highway, Suite 200-E
Boca Raton, FL 33431

The undersigned has executed these Articles of Incorporation this 15th day of January, 1998.



ROBERT M. PALMER, ESQ.

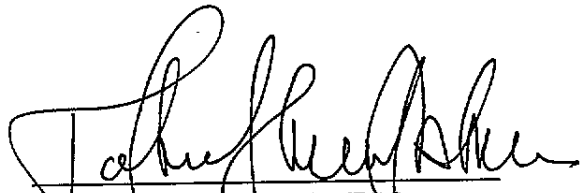
Certificate of Designation
Registered Agent/Registered Office

Pursuant to the provisions of section 607.0501, 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:

Sun Air Charter, Inc.
2. The name and address of the registered agent and office is:

Robert M. Palmer
4800 N. Federal Highway, Suite 200-E
Boca Raton, FL 33431



ROBERT M. PALMER, ESQ.

January 15, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF 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.



ROBERT M. PALMER, ESQ.

FILED
98 JAN 20 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA