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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 19 AM 11:15

February 17, 1998

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

300002435293-0
-02/19/98-01053-013-0
****122.50 ****122.50

Re: FAMILY ISLAND AIRLINES, INC.

To Whom It May Concern:

Enclosed please find original Articles of Incorporation for the above referenced corporation. Also enclosed please find check in the amount of \$122.50 for filing fee in this regard and Registered Agent Designation. Should you have any questions, please do not hesitate to contact the undersigned at the above address and telephone number.

Very truly yours,



Marilyn Plantada
Secretary to Robert J. Paterno

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Encls.
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D. BROWN FEB 20 1998

ARTICLES OF INCORPORATION

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: The name of this corporation is:

FAMILY ISLAND AIRLINES, INC.

ARTICLE II: The principal office and mailing address of the corporation shall be: 7027 West Broward Boulevard, Suite 202, Plantation, FL 33317.

ARTICLE III: This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE IV: The corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.

ARTICLE V: The name of the initial registered agent, and the street address of the initial registered office, of the corporation are: Robert J. Paterno, Esq., 700 N.E. 90 Street, Suite B, Miami, Florida 33138.

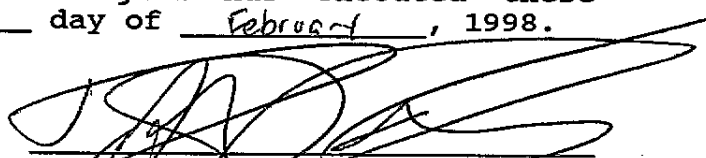
ARTICLE VI: The number of directors may be increased or decreased from time to time as provided in the by-laws of the corporation. The name and address of the initial director of the corporation is: Kevin Turnquest, 7027 West Broward Boulevard, Suite 202, Plantation, FL 33317.

ARTICLE VII: The name and address of the Incorporator of the corporation is: Robert J. Paterno, 700 N.E. 90 Street, Suite B, Miami, FL 33138.

ARTICLE VIII: The corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by law.

ARTICLE IX: The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17 day of February, 1998.


Robert J. Paterno,
Incorporator

STATE OF FLORIDA)
 :
COUNTY OF DADE)

Before me, notary public authorized to take acknowledgments in the State and County seat above, personally appeared Robert J. Paterno, personally known to me and who did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17 day of February, 1998.

My commission expires:



MARILYN PLANTADA
MY COMMISSION # CC482649 EXPIRES
August 17, 1999
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public
State of Florida

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


Robert J. Paterno

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