

P98000037180

MARK A. SCHNEIDER, P.A.

ATTORNEY AT LAW

21 S.E. FIRST AVENUE
SUITE 810
MIAMI, FL 33131

MEMBER OF FLORIDA
TEXAS AND OKLAHOMA BARS

TELEPHONE: (305) 374-0064
FACSIMILE: (305) 374-3002
E-Mail: Masv35@aol.com

April 16, 1998

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

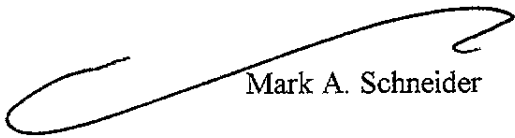
800002493428--5
-04/20/98--01047--016
****122.50 ****122.50

Re: MACH ONE AVIATION, INC.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced corporation along with the filing fee of \$122.50. Please file the articles and forward a file stamped copy to my office. If you should have any questions, please do not hesitate to call.

Very truly yours,


Mark A. Schneider

MAS:lm
Enclosures

mas\planes\MACH ONE, Inc.\corp.ltl

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 9:02

4-24
MS

ARTICLES OF INCORPORATION

OF

MACH ONE AVIATION, INC.

FILED STATE
SECRETARY OF CORPORATIONS
98 APR 20 AM 9:02

ARTICLE I - NAME AND ADDRESS

The name of this corporation is MACH ONE AVIATION, INC. The address of the Principal office and the mailing address of this corporation is 632 Verona Place, Weston, Fl. 33326.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

Name

Address

Mark A. Schneider.

21 S.E. First Avenue, Suite 810, Miami, FL 33131

ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of this corporation are:

Name

Address

Peter Styren

732 Verona Place
Weston, FL 33326

William Murray

685 Lake Blvd.
Weston, FL 33326

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Address

Mark A. Schneider

21 S.E. First Avenue, Suite 810, Miami, FL 33131

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE IX - INDEMNIFICATION

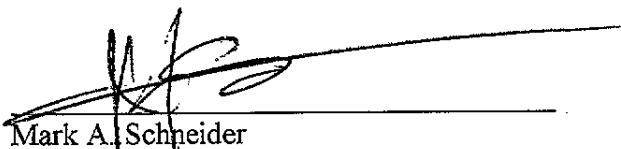
This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles

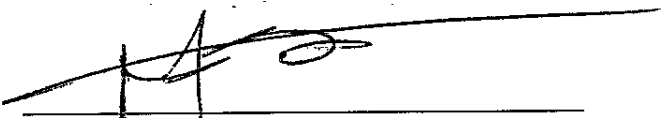
may confer upon this corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 16th day of April, 1998.


Mark A. Schneider
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I HEREBY ACCEPT the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.


Mark A. Schneider
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 9:02

ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 16th day of April, 1998 by Mark A. Schneider, as Subscriber of MACH ONE AVIATION, INC., a Florida corporation on behalf of the corporation. He is personally known to me and did not take an oath.



Notary Public, State of Florida

Printed Notary's Name

My Commission Expires:

