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TRANSMITTAL LETTER

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

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-05/01/98--01047--008  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: AIR CONNECTION OF MIAMI, INC.  
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$131.25.

FROM : WALTER NEWBERRY JR.

Name

1352 N. W. 172<sup>nd</sup> TERR.

Address

MIAMI, Florida 33169

City State Zip

(305) 625-7634

Telephone #

FILED  
98 MAY - 1 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Note Additional copy of articles is needed only when certified copy is requested

ARTICLES OF INCORPORATION  
OF

AIR CONNECTION OF MIAMI, INC.

**FILED**  
98 MAY -1 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporate(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of incorporation.

The purpose(s) for which the Corporation is formed are as follows: To be performed herein as mentioned as fully and to the same extent as any natural person might or could do, and in any part of the world and to engage in any all legitimate purposes for which corporation may be organized under the General Corporations Laws of the State of Florida. The duration of said Corporation is perpetual.

**ARTICLE 1 NAME**

The name of the corporation shall be:

AIR CONNECTION OF MIAMI, INC.

**ARTICLE 11 PRINCIPAL OFFICE**

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

1352 N. W. 172<sup>nd</sup> TERR.  
MIAMI, FLORIDA 33169

**ARTICLE 111 CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

All of the Corporation's issue stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

Each stockholder shall offer to the corporation or to the other stockholders of the corporation a ninety (90) day "First Refusal" option to purchase his stock should he elect to sell his stock.

The Corporation shall make no offering of any of its stock which would constitute a "Public Offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

#### ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

WALTER NEWBERRY JR.  
1352 N. W. 172<sup>nd</sup> TERR.  
MIAMI, FLORIDA 33169

#### ARTICLE V INCORPORATOR(s)


The name (s) and street address(s) of the incorporate(s) to these Articles of incorporation is (are):

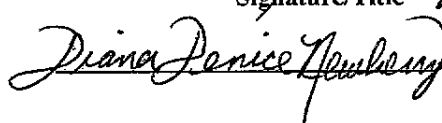
WALTER NEWBERRY JR.  
1352 N. W. 172<sup>nd</sup> TERR.  
MIAMI, FLORIDA 33169

DIANA DENICE NEWBERRY

1352 N. W. 172<sup>nd</sup> TERR.  
MIAMI, FLORIDA 33169

The undersigned has/(have) executed these Articles of Incorporation this 01 day of May, 1998.

 , PRESIDENT  
Signature/Title

 SECRETARY/TREASURER

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

The Corporation shall have (2) initial directors. The number of directors may be increased or decreased from time to time, in the manner provided in the bylaws of the Corporation. The name and street address of the initial directors are;

**WALTER NEWBERRY JR.**

**1352 N. W. 172<sup>nd</sup> TERR.  
Miami, Florida. 33169**

**DIANA DENICE NEWBERRY**

**1352 N. W. 172<sup>nd</sup> TERR.  
Miami, Florida. 33169**

## **ARTICLE VII BY LAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and share holders.

## **ARTICLE VIII**

### **AMENDMENT**

This Corporation reserves the right to amend, or repeal any prior provision contained in these Articles of Incorporation or any amendment thereto.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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: AIR CONNECTION OF MIAMI, INC.

2. The name and address of the registered agent and office is:

WALTER NEWBERRY JR.  
(NAME)

1352 N. W. 172<sup>nd</sup> TERR.  
P. O. BOX ACCEPTABLE)

Miami, Florida 33169  
(CITY/STATE/ZIP)

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.

SIGNATURE: Walter Newberry Jr.

DATE: 4-29-98

REGISTERED AGENT FILING FEE: \$35.00

FILED  
98 MAY - 1 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF DADE)

Before me, a NOTARY PUBLIC Authorized to take acknowledgment in the STATE and COUNTY set forth above, personally appeared Dorothy Baxter Wanton, Known to me and by me to be the person who executed the foregoing Articles of incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 29 day of April, 1998

Ulysses Davis  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

OFFICIAL NOTARY SEAL ULYSSES DAVIS NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC529767 MY COMMISSION EXP. FEB. 1, 2000
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