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Commerce Pointe  
1818 Australian Avenue South  
West Palm Beach, Florida 33409

William R. H. Broome  
James C. Paine, Jr.  
Julie M. Keitz

EFFECTIVE DATE

5/27/98

Telephone (561) 689-5011  
Facsimile (561) 689-6820

May 27, 1998

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

400002540834--1

-05/29/98--01059--011

\*\*\*122.50 \*\*\*122.50

Re: AIRFLEET, INC.

Ladies and Gentlemen:

Enclosed you will find original Articles of Incorporation of AIRFLEET, INC., together with a check for the following items:

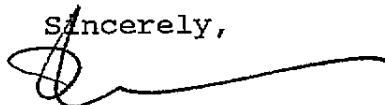
- |   |              |
|---|--------------|
| 1. Filing Articles                        | \$35.00      |
| 2. Furnishing certified copy of Articles  | 52.50        |
| 3. Filing Designation of Registered Agent | <u>35.00</u> |

TOTAL \$122.50

Kindly file the Articles and furnish a certified copy of the Articles and Certificate of Incorporation.

Thank you for your assistance.

Sincerely,



William R. H. Broome

WRHB/dba

Enclosures

TA-6/2/98

EFFECTIVE DATE  
5/27/98

ARTICLES OF INCORPORATION  
OF  
AIRFLEET, INC.

ARTICLE I

NAME

The name of the corporation shall be AIRFLEET, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation is hereby authorized to carry on and license and authorize others to carry on all or any part of the several businesses enumerated in this Article, to-wit:

The corporation may engage in any activity or business permitted under the laws of the United States and of the state of Florida; further without limitation;

To conduct all phases of business related to aircraft charter, leasing, purchase, maintenance and operation, but also with authority to purchase, sell, lease and otherwise deal in and with, in any manner whatsoever, all types of property, real, personal, fixtures, equipment and all varieties of inventory, supplies, and all other types of commerce.

The objects and purposes specified herein shall be regarded as independent objects and purposes, and, except where otherwise expressed, shall be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraphs of these Articles of Incorporation.

The foregoing shall be construed both as objects and powers

and the enumeration thereof shall not be held to limit or restrict in any manner the general power conferred on this corporation by the laws of Florida.

The corporation is specifically permitted to engage in any legal business in any other state as well as the state of Florida.

#### ARTICLE III

##### CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is ONE HUNDRED THOUSAND (100,000) SHARES without par value.

#### ARTICLE IV

##### INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than ONE THOUSAND (\$1,000.00) DOLLARS.

#### ARTICLE V

##### CORPORATION EXISTENCE

The corporation shall have perpetual existence, which existence shall commence on the date on which these Articles are subscribed and acknowledged, unless the Articles are not filed with the Department of State within five (5) days thereafter, in which case such existence shall commence upon filing.

#### ARTICLE VI

##### PRINCIPAL OFFICE

The principal office and place of business of this corporation shall be located at 1660 Southern Boulevard, Suite N, West Palm

Beach, FL, 33406, with the privilege of establishing offices and places of business at other places in the state of Florida or the United States of America or abroad.

#### ARTICLE VII

##### DIRECTORS

Directors need not be residents of the state of Florida or stockholders of the corporation. The number of directors may be increased by bylaw adopted by the shareholders, but may not be diminished to a number less than three (3).

#### ARTICLE VIII

##### INCORPORATOR

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

William R. H. Broome  
Suite 202  
1818 Australian Avenue S.  
West Palm Beach, FL 33409

#### ARTICLE IX

##### PREEMPTIVE RIGHTS

Shareholders shall have preemptive right to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

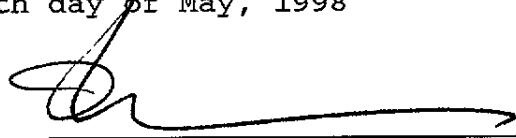
#### ARTICLE X

##### REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of the corporation, initially, shall be WILLIAM R. H. BROOME, Suite 202, Commerce Pointe, 1818 Australian

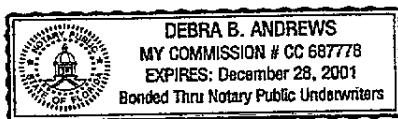
Avenue South, West Palm Beach, Florida, 33409.

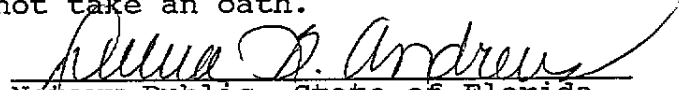
IN WITNESS WHEREOF, the above named incorporator has hereunto set his hand and seal this 27th day of May, 1998

  
\_\_\_\_\_  
William R. H. Broome (SEAL)

STATE OF FLORIDA       )  
                                  )  
COUNTY OF PALM BEACH   )

I HEREBY CERTIFY, that on this 27th day of May, 1998, WILLIAM R. H. BROOME appeared before me, who is personally known to me, who executed the foregoing Articles of Incorporation for the purposes therein mentioned, and who did not take an oath.




  
\_\_\_\_\_  
Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

May 27, 1998  
Date

  
\_\_\_\_\_  
William R. H. Broome