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6/23/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000011677 5))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: XAEL CHARTERS, INC.

AUDIT NUMBER.....H98000011677

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nl 6/24/98

ARTICLES OF INCORPORATION
OF

XAEL CHARTERS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

XAEL CHARTERS, INC.

The principal place of business of this corporation shall be:

2337 Coral Way, Miami, Fl. 33145

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

1000 shares at \$1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

EDDIE B. LEVY 2337 Coral Way, Miami, Fl. 33145

XIOMARA LEVY 2337 Coral Way, Miami, Fl. 33145

PREPARED BY: MICHAEL I. SANTUCCI, ESQ.
5201 N.W. 74 Ave.
Miami, Fl. 33166
(800) 714-6191
FL. BAR #0105260

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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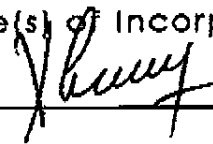
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

XIOMARA LEVY 2337 Coral Way, Miami, Fl. 33145

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have) executed these Articles of Incorporation this 23rd day of JUNE, 1998

Signature(s) of Incorporator(s)



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

XAEL CHARTERS, INC.

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

XIOMARA LEVY 2337 Coral Way

(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33145

(CITY/STATE/ZIP)

SIGNATURE

TITLE

DATE

X Levy

Director

6/23/98

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

X Levy

6/23/98