

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

500002579035--8

-07/02/98--01048--023

***122.50 ***122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. NATIONS AIRWAYS, INC.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Dornestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILNGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 JUL -2 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JUL -2 AM 11:40
DIVISION OF CORPORATION

Examiner's Initials

Jay J. Zambrana
10471 N. Kendall Drive, Suite B-101-200
Miami, FL 33176-1508

June 30, 1998

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

Re: NATIONS AIRWAYS, INC.

Dear Sirs:

We are enclosing the following:

- 1) Articles of Incorporation of the subject company, duly executed.
- 2) Check for \$ 122.50 covering:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	
Designation	35.00

	<u>\$ 122.50</u>

Thank you for your assistance.

Very truly yours,


Jay J. Zambrana

CERTIFICATE OF INCORPORATION
OF
NATIONS AIRWAYS, INC.

FILED
98 JUL -2 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby subscribes this certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, subject to the following provisions:

ARTICLE ONE

The name of the Corporation shall be

NATIONS AIRWAYS, INC.

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation will have outstanding at any time shall be 1000 shares of common stock of \$1.00 par value per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

The corporation shall begin business with a minimum capital in the amount of \$ 1000.00 (ONE THOUSAND 00/100 dollars).

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

Initially the principal office of the corporation shall be located at 10471 N. Kendall Drive, Suite B-101-200, Miami, FL 33176. Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, whose members need not be stockholders of the corporation. Originally there will be two directors. The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and post office addresses of the member of the first Board of Directors who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are as follows:

BOARD OF DIRECTORS

Jay J. Zambrana
Chairman-Director

Luis Suarez, M.D.
Director

10471 N. Kendall Drive, Suite B-101-200
Miami, FL 33176-1508

ARTICLE NINE

The names and post office addresses of the officers
of this corporation are :

Jay J. Zambrana
President & Secretary

Luis Suarez, M.D.
Vice-President & Treasurer

10471 N. Kendall Drive, Suite B-101-200
Miami, FL 33176-1508.

ARTICLE TEN

The name and post office address of each subscriber to
these Articles of Incorporation is:

Jay J. Zambrana
10471 N. Kendall Drive, Suite B-101-200
Miami, FL 33176-1508

ARTICLE ELEVEN

This corporation shall have full power to carry on and transact each or
all of the businesses enumerated in Article Two of this Certificate, and
shall have all the general and additional powers now and hereafter
conferred upon it by law.

ARTICLE TWELVE

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to call thereon until the whole thereof shall have been paid.

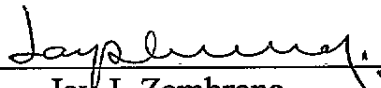
ARTICLE THIRTEEN

Upon election of a Board of Directors by the stockholders such Board shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as the by-laws of the Board of Directors provide. All holders of common stock shall have the same rights whether their shares be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE FOURTEEN

This corporation shall designate Gabriel Prats, with offices located at 151 Majorca Avenue, Suite C, Coral Gables, FL 33134, as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set their hand and affixed their seal on this thirtyth day of June of 1998.


Jay J. Zambrana

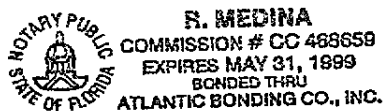
STATE OF FLORIDA
COUNTY OF MIAMI DADE

Before me , the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **JAY J. ZAMBRANA** who first having been duly sworn, personally known to me,executed the foregoing Certificate of Incorporation of **NATIONS AIRWAYS, INC.** and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Miami Dade County, Florida this thirtyth day of June of 1998.



Rene Medina -Notary Public-
State of Florida at large-
My Commission Expires



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted,
in compliance with said act:

NATIONS AIRWAYS , INC. desiring to organize under the laws of Florida
with its principal office, as indicated in the Articles
of Incorporation as the city of Miami, County of Dade , State of Florida has
named **GABRIEL PRATS** with offices at 151 Majorca Avenue, Suite C,
Coral Gables, FL 33134. Having been named to accept service of process for
the above stated corporation, at the place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the provision of said
Act relative to keeping open said office.


GABRIEL PRATS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED