00064071

ACCOUNT NO. : 072100000032

REFERENCE: 896711 9232A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 20, 1998

THE UNITED STATES CORPORATION

ORDER TIME : 10:04 AM

ORDER NO. : 896711-015

CUSTOMER NO:

9232A

CUSTOMER: Claudette Pelletier, Esq CLAUDETTE A. PELLETIER, ESQ

6078 20th Street

Vero Beach, FL 32966

DOMESTIC FILING

NAME: MADININA AIR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____CERTIFIED COPY

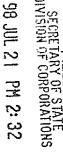
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

000002594230--1 -07/21/98--01072--025 ****122.50





ASSIGNMENT BY THE SOLE INCORPORATOR OF THE ARTICLES OF INCORPORATION OF MADININA AIR, INC.



Claudette A. Pelletier, P.A., as sole incorporator and registered agent, for value received hereby assigns any and all rights it may have as such incorporator and registered agent to the following:

Christian V. Charron

1501 North A1A, #201 Vero Beach, Florida 32963

Dated: May 13, 1998

CLAUDETTE A. PELLETIER, P.A.

Claudette A. Pelletier, Esquire

ARTICLES OF INCORPORATION

OF



MADININA AIR, INC.

The Undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MADININA AIR, INC.

The address of the principal office of this corporation shall be c/o St. Lucie Airways, 2982 Aviation Way, Ft. Pierce, Florida 34946 with the same as the mailing address.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 6078 20th Street, Vero Beach, Florida 32966, and the name of the initial registered agent of the corporation at that address is Claudette A. Pelletier, Esquire. By signing, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Christian V. Charron

1501 North A1A, #201

President

Vero Beach, FL 32963

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

CLAUDETTE A. PELLETIER, ESQUIRE 6078 20TH Street Vero Beach, Florida 32966 IN WITNESS WHEREOF, the undersigned agent, Claudette A. Pelletier, Esquire has hereunto set her hand and seal on this 17th day of July, 1998.

CLAUDETTE A. PELLETIER, P.A. 6078 20th Street PO Box 4041 Vero Beach, FL 32964-4041 (561) 562-1975

Bv:

Claudette A. Pelletier, Esquire Incorporator and Registered Agent

Florida Bar No.: 152266

DIVISION OF CORPORATIONS

98 JUL 21 PM 3: 22