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Division of Corporations

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## Florida Department of State

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.**

**G-AIR HOLDINGS CORP.**

Certificate of Status	0
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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

G-AIR HOLDINGS CORP.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I  
CORPORATE NAME

The name of this Corporation shall be: G-AIR HOLDINGS CORP.

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 5000 Northwest 36th Street, Miami, Florida 33122.

ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ROBERT J. BURNETT, ESQ., FLA BAR #0117978  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Boulevard, Suite 1900  
Fort Lauderdale, Florida 33301  
Phone No.: (954) 763-1200

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ARTICLE IV  
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 40,000,000 shares of common stock, par value \$.001 per share, and 10,000,000 shares of preferred stock, par value \$.001 per share. Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

ARTICLE V  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be: SOUTH FLORIDA REGISTERED AGENTS, INC., 200 East Las Olas Blvd., #1900, Ft. Lauderdale, Florida, 33301.

ARTICLE VII  
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

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ARTICLE VIII  
INITIAL DIRECTORS

The name and address of the initial Director of this Corporation are:

Thomas L. Cooper  
5000 Northwest 36th Street  
Miami, FL 33122

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Robert J. Burnett, Esq.

ARTICLE X  
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI  
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 24th day of August, 1998.

  
Robert J. Burnett, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

G-AIR HOLDINGS CORP., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 5000 Northwest 36th Street, Miami, FL 33122, has named SOUTH FLORIDA REGISTERED, AGENTS, INC. whose address is 200 East Las Olas Blvd., #1900, Ft. Lauderdale, Florida, 33301, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.  
(a Florida corporation)

By: Beverly F. Bryan  
Beverly Bryan, Resident

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