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NAME: GALAXY AVIATION REAL ESTATE SERVICES, INC
AUDIT NUMBER.....H98000017432
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Boca Raton, Florida 33431
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**ARTICLES OF INCORPORATION
OF
GALAXY AVIATION REAL ESTATE SERVICES, INC.**

**Article I
Name**

The name of the corporation is GALAXY AVIATION REAL ESTATE SERVICES, INC.

**Article II
Duration**

The corporation shall have perpetual existence.

**Article III
Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**Article IV
Address**

The principal place of business of the corporation shall be:

3700 Airport Road
Suite 401
Boca Raton, Florida 33431

**Article V
Capital Stock**

The corporation is authorized to issue 100 shares of common stock, \$.01 par value per share.

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Article VI
Initial Registered Office And Agent

The street address of the initial registered office of the corporation is 3700 Airport Road, Suite 401, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Richard Breslow.

Article VII
Initial Board of Directors

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time in the manner provided in the bylaws but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

Martin Greenberg
3700 Airport Road
Suite 401
Boca Raton, Florida 33431

and

Michael Wheeler
3700 Airport Road
Suite 401
Boca Raton, Florida 33431

Article VIII
Incorporator

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

George A. Pincus, Esq.
Proskauer Rose LLP
2255 Glades Road
Suite 340W
Boca Raton, FL 33431

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Article IX
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

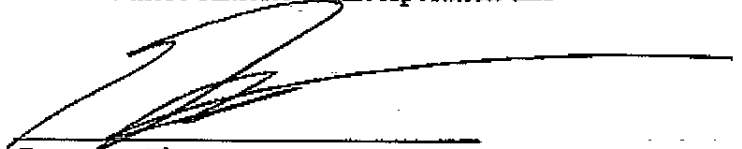
Article XII
Beginning of Corporate Existence

The corporate existence of the corporation shall begin upon filing of these Articles.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
17th day of September, 1998.



George A. Pincus
Incorporator

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



RICHARD BRESLOW

Registered Agent

Dated:

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