

LIBO B. FINEBERG

Attorney at Law

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September 18, 1998

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

100002645011--3

-09/21/98--0115--018

***122.50 ***122.50

Re: Articles of Incorporation for CAZ-AIR, INC.

Dear Sir or Madam:

Enclosed please find two original signed Articles of Incorporation for

CAZ-AIR, INC.

Also enclosed is trust account check no. 4579 in the amount of \$122.50 for filing of the Articles with the Department of State. Please return a certified copy of these Articles to this office via Federal Express. A return airway bill and express envelope are enclosed.

Do not hesitate to call should you require any additional information or should you have any questions. Thank you for your courtesies.

Very truly yours,

(Dictated but not signed
to expedite delivery)

Libo B. Fineberg

LBF/gaf

/enclosures

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
CAZ-AIR, INC.

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TALLAHASSEE FLORIDA

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: CAZ-AIR, INC.

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 5,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV ADDRESS

The principal place of business of this corporation shall be 3500 Gateway Drive, Suite 205, Pompano Beach, FL 33069, and the mailing address shall be the same.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have one Director initially. The names and addresses of the initial members of the Board of Directors are:

LOUIS A. CAZELLA, III
3500 Gateway Drive, Suite 205
Pompano Beach, Florida 33069

ARTICLE VII OFFICERS

The names and address 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:

LOUIS A. CAZELLA, III, President, Secretary, Treasurer
THERESA BUTLER, Vice President, Assistant Seceretary
3500 Gateway Drive, Suite 205
Pompano Beach, Florida 33069

ARTICLE VIII INCORPORATOR

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

LOUIS A. CAZELLA, III
3500 Gateway Drive, Suite 205
Pompano Beach, FL 33069

ARTICLE IX REGISTERED AGENT

The name and address of the initial Registered Agent and
Registered Office is:

LIBO B. FINEBERG, ESQ.
3500 Gateway Drive, Suite 201
Pompano Beach, Florida 33069

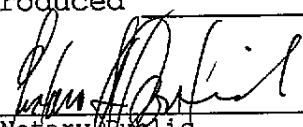
IN WITNESS WHEREOF, the undersigned has hereunto set his hand
and seal to these Articles of Incorporation on this 18th day of
SEPTEMBER, 1998.



LOUIS A. CAZELLA, III

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 18th
day of SEPTEMBER, 1998 by LOUIS A. CAZELLA, III, who is
personally known to me or has produced _____ as
identification.



Notary Public

Printed Name: GUSTAVO A. FORTICH

My Commission expires:



GUSTAVO A. FORTICH
COMMISSION # CC 567382
EXPIRES JUN 26, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE OR REGISTERED AGENT DESIGNATED

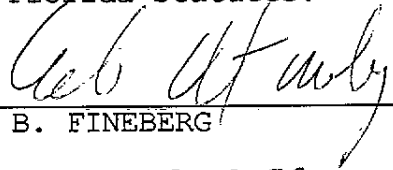
IN ARTICLES OF INCORPORATION

Having been named as Registered Agent and to accept service of
process for CAZ-AIR, INC., at the place designated in the Articles

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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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent under Section 607.0505, Florida Statutes.


LIBO B. FINEBERG

Date: _____

9-18-98

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