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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

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FAX #: (305)541-3770

NAME: ~~BIREYES, INC~~

Air Escape Inc.

AUDIT NUMBER.....H98000017756
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

AIR ESCAPE INC.

ARTICLE I - CORPORATE NAME & ADDRESS

The name and address of the corporation is AIR ESCAPE INC. located at 1541 BRICKELL AVENUE, SUITE 604, MIAMI, FLORIDA 33129

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) per value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1541 BRICKELL AVENUE, SUITE 604, MIAMI, FLORIDA 33129 and the name of the initial registered agent of this corporation at that address is ROBERTO COLINA

PREPARED BY:

ERIC YANKWITT
DEL ACCOUNTING SERVICES, INC.
22521 S.W. 66TH AVENUE, SUITE 416A
BOCA RATON, FL. 33428
(954) 481-6590

ARTICLE VII - INITIAL BOARD OF DIRECTORS

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This corporation shall have ONE director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

Name: ROBERTO COLINA

Address: 1541 BRICKELL AVENUE, SUITE 604, MIAMI, FLORIDA 33129

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is ROBERTO COLINA, 1541 BRICKELL AVENUE, SUITE 604, MIAMI, FLORIDA 33129

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ Day of _____, 1997



ROBERTO COLINA, PRESIDENT

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

In pursuance of Chapter 607.34 of the Florida Statutes, the following is submitted, in compliance with said act:

First that AIR ESCAPE INC. desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at the City of MIAMI County of _____ State of Florida has named ROBERTO COLINA located at 1541 BRICKELL AVENUE, SUITE 604, MIAMI, FLORIDA 33129 county of _____ State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

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ACKNOWLEDGEMENT:

Roberto Colina

STATE OF FLORIDA

COUNTY OF *MIAMI-DADE*

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared ROBERTO COLINA known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who has produced identification as shown below and did take an oath and who acknowledged his/her execution of the foregoing Articles of Incorporation to be his/her free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforesaid, this Day of

Leon Wilson

Notary Public
State of Florida at Large



NOTARY CHECK ONE:

- PERSON SIGNING DOCUMENT PERSONALLY KNOWN TO ME.
- PERSON SIGNING DOCUMENT PROVIDED THE FOLLOWING FORM OF IDENTIFICATION:

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