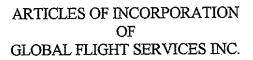
DAPITAL CONNECTION, INC.

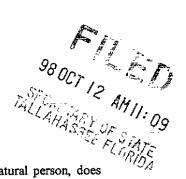
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302

| (850) 224-8370 • 1-800 | J-,14 2-80(6Z • Fax (650)) 222-1222 | |
|------------------------|-------------------------------------|---|
| Global Fl | ight Services, Inc | 8000026611782 -10/12/9801005028 *****78.75 *****78.75 |
| | | Art of Inc. File LTD Partnership File Foreign Corp. File L.C. File Fictitious Name File Trade/Service Mark Metger File Art. of Amend. File RA Resignation Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy Photo Copy Certificate of Good Standing Certificate of Fictitious Name Corp Record Search Officer Search Fictitious Search |
| Signature | | Officer Search Fictitious Search Pictitious Owner Search Vehicle Search Driving Record UCC Lor 3 File |
| Requested by: | 10/12 9:10 | UCC 1 or 3 File |
| Name | Date Time | UCC 11 Retrieval |
| | Will Pick VID | |

Will Pick Up ____

Walk-In ____





In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

Article I

The name of the corporation ("Corporation") is GLOBAL FLIGHT SERVICES INC..

Article II

The existence of the Corporation shall begin upon filing of these articles.

Article III

The street address of the principal office of the Corporation is 12240 NE 14th Avenue, North Miami, Florida 33161.

Article IV

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be common shares. The par value shall be .01 per share. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

Article V

The initial street address of the Corporation's registered office is 12240 NE 14th Avenue, North Miami, FL 33161. The initial registered agent for the corporation at that address is Benjamin L. Nemser.

Article VI

The initial board of directors shall consist of two members. The names and addresses of the initial members of the board of directors are:

Craig Frost

Benjamin L. Nemser

12240 NE 14th Avenue

12240 NE 14th Avenue

North Miami, Florida 33161

North Miami, Florida 33161

Article VII

The name and address of the person signing these articles is:

Benjamin L. Nemser

12240 NE 14th Avenue

North Miami, Florida 33161.

Article VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS HEREOF, the undersigned incorporator has executed these articles of incorporation this 7th day of October 1998.

BENJAMIN L. NEMSER

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for GLOBAL FLIGHT SERVICES INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

ENJAMIN L. NEMSER

DATED: October 7, 1998

98 OCT 12 AM II: 09
98 CT 12 AM II: 09