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LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

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-10/29/98--01036--023

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. VIRGIN AVIATION, CORPORATION
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

☒ Profit

☐ NonProfit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

☐ Name Reservation

REGISTRATION/
QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

FILED
98 OCT 29 PM 1:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
98 OCT 29 AM 11:07
TALLAHASSEE FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
VIRGIN AVIATION, CORPORATION

FILED
98 OCT 29 PM 1:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I-NAME

The name of the corporation is Virgin Aviation, Corporation.

ARTICLE II-NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is to carry on in any capacity and business or trade deemed legal in the State of Florida.

ARTICLE III-CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of \$1.00.

ARTICLE IV-INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$500.00.

ARTICLE V-TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI-ADDRESS

The initial street address of the principal office of this corporation is to be at

200 S.E. 15th Road
Suite G-12
Miami, FL 33129

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII-REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, Virgin Aviation, Corporation desiring to organize under the laws of the State of Florida with its principal office as indicated in the Article of Incorporation, County of Dade, has named:

Luis Felipe Berckemeyer Yriberri
200 S.E. 15th Road
Suite G-12
Miami, FL 33129

as its agent to accept service of process within this state.

ACKNOWLEDGEMENT.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Luis Felipe Berckemeyer Yriberri
Registered Agent

The corporation shall have (2) directors initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one.

ARTICLE VIII-INITIAL DIRECTORS

The names and street addresses of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

Luis Felipe Berckemeyer Yriberri: President, Treasurer, Director
Roberto Antonio Maxera Sinclair : Vice-President, Secretary, Director

Located at: 200 S.E. 15th Road
Suite G-12
Miami, FL 33129.

ARTICLE IX-INCORPORATOR

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

Luis Felipe Berckemeyer Yriberry
200 S.E. 15th Road
Suite G-12
Miami, FL 33129

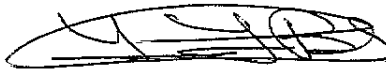
ARTICLE X-EFFECTIVE DATE

These Articles of Incorporation shall be effective upon acceptance by the Secretary of State.

ARTICLE XI-AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed this foregoing, Articles of Incorporation under the laws of the State of Florida, this 27th day of October, A.D. 1998.



Luis Felipe Berckemeyer Yriberry

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 OCT 29 PM 1:28

FILED