

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305) 552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

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

1. FLY SYSTEM, INC.
(Corporation Name)

(Document #)

200002699062--0

2. _____
(Corporation Name)

(Document #)

-12/01/98-01064-012

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

3. _____
(Corporation Name)

(Document #)

4. _____
(Corporation Name)

(Document #)



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Photocopy



Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

98 DEC -1 PM 2:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 DEC -1 AM 11:54
DIVISION OF CORPORATION

Examiner's Initials

* ARTICLES OF INCORPORATION
OF

FLY SYSTEM, INC

The undersigned incorporator(s), for the purpose of forming a corporation under the FLORIDA BUSINESS CORPORATION Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

FLY SYSTEM, INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

813 N.W. 126 PLACE
MIAMI, FLORIDA 33182
PHONE: (305.) 220-9080

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 COMMON STOCK AT PAR VALUE OF \$ 1.00 EACH
(TOTAL \$ 500.00)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is :

JUAN F. CUADRA

813 N.W. 126 PLACE
MIAMI, FLORIDA 33182

98 DEC - 1 PM 2:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

JUAN F. CUADRA : PRESIDENT --- SECRETARY

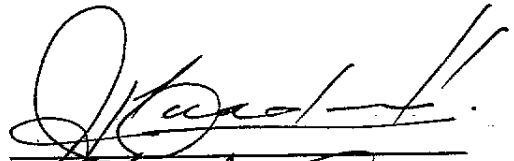
813 N.W. 126 PLACE
MIAMI, FLORIDA 33182
PHONE: (305) 220-9080
SOC. SEC. No. 590-36-6860


ARTICLE VI DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

| <u>NAME</u> | <u>OFFICER</u> | <u>ADDRESS</u> |
|--------------------|----------------------------|--|
| 1. JUAN F. CUADRA | PRESIDENT AND SECRETARY | 813 N.W. 126 PLACE MIAMI, FLORIDA 33182 |
| 2. FELIPE CALDERA | TREASURER | 14736 S.W. 55 TERR MIAMI, FLORIDA 33185 |

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 24 day of NOVEMBER, 1998.



JUAN F. CUADRA - PRESIDENT


FELIPE CALDERA - TREASURER

Signature

Articles of Incorporation
Filing Fee - \$ 35

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is: FLY SYSTEM, INC

2. The name and address of the registered agent and office is:

JUAN F. CUADRA

(NAME)

813 N.W. 126 PLACE

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33182

(CITY / STATE / ZIP)

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

SIGNATURE

JUAN F. CUADRA - PRESIDENT

DATE

11-24-98

REGISTERED AGENT FILING FEE: \$ 35.00