



American Immigration Law Center<sup>SM</sup>

A Full Service Immigration Law Firm

R. Sam Levine, \* Esq.

\* Member of the New York and Quebec bar only

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FILED  
98 DEC -8 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 4, 1998

Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32314  
Attn: Div. Of Corporations

600002705816--7  
-12/08/98--01037--018  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed please find Articles of Incorporation together with a check in the amount of \$122.50.

I have also enclosed an extra copy of the Articles for you to stamp them "filed" and return to our office in the enclosed self-addressed stamped envelope.

Any questions, please feel free to call me.

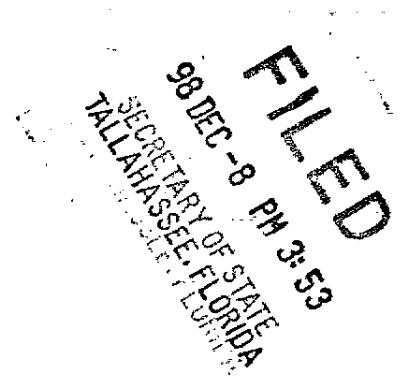
Respectfully,

FRANK W. RICCI, P.A.

Bettina Dietch  
Assistant

50  
12/10

**ARTICLES OF INCORPORATION  
OF  
OVERLAND AIR SERVICES, INC.**



I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for that purpose I hereby certify, declare and set forth as follows, to wit:

**ARTICLE I**

**NAME**

The name of this corporation shall be:

**OVERLAND AIR SERVICES, INC.**

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature, object and purpose is to do and transact all lawful business.

**ARTICLE III**

**CAPITAL STOCK**

The capital stock of this Corporation shall be 1000 shares at \$1.00 par value, which shall be designated "Common Shares."

#### **ARTICLE IV**

##### **VOTING RIGHTS**

**Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of stock.**

#### **ARTICLE V CORPORATE EXISTENCE**

**This Corporation shall exist perpetually unless sooner dissolved according to law.**

#### **ARTICLE VI PRINCIPAL PLACE OF BUSINESS**

**The principal place of business of said Corporation shall be 4360 Northlake Blvd., Suite 201, Palm Beach Gardens, Florida 33410, County of Palm Beach, State of Florida, and its mailing address shall be:**

**4360 Northlake Blvd. #201  
Palm Beach Gardens, FL 33410**

**with the privilege of having branch offices at other places within or without the State of Florida.**

#### **ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT**

**The name of the registered agent and the street address of the initial registered office of this Corporation is:**

**Frank W. Ricci  
4360 Northlake Blvd. #205  
Palm Beach Gardens, FL 33410**

## **ARTICLE VIII**

### **OFFICERS AND DIRECTORS**

The names and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

Jack Lance, President  
4360 Northlake Blvd. #201  
Palm Beach Gardens, FL 33410

The corporation at all times shall have at least one director. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in the corporation.

## **ARTICLE IX**

### **INCORPORATORS**

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

Frank W. Ricci  
4360 Northlake Blvd. Suite 205  
Palm Beach Gardens, Florida 33410

## **ARTICLE X**

### **BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders.

## ARTICLE XI

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 his prorata share thereof (as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

## ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this *4th* day of *Decemb.*, 1998.

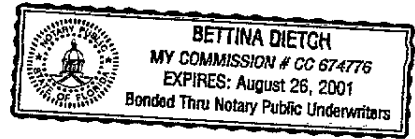
In the presence of:

STATE OF FLORIDA  
COUNTY OF PALM BEACH

  
FRANK W. RICCI

*Betham Ditch*  
*D Brathwaite*

BEFORE ME, the undersigned Notary Public, duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Frank W. Ricci personally known by me and who in my presence executed the foregoing instrument and who under oath acknowledged to me and before me that he executed the same. WITNESS my hand and official seal in the County and State last aforesaid this *4* day of *Dec.*, 1998.



Notary Public

State of Florida at Large  
My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

**Frank W. Ricci**

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

First, that OVERLAND AIR SERVICES, INC., desiring to organize under the laws of  
the State of Florida with its principal office, as indicated in the Articles of  
Incorporation at 4360 Northlake Blvd., Suite 201, FL 33410, County of Palm Beach,  
State of Florida, has named:

Frank W. Ricci  
4360 Northlake Blvd. #205  
Palm Beach Gardens, FL 33410

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

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**ACKNOWLEDGMENT**

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

  
**FRANK W. RICCI**