

Michael A. Voigt

1045 SW 15th Ave
Boca Raton, FL 33486

P98000104380

December 2, 1998

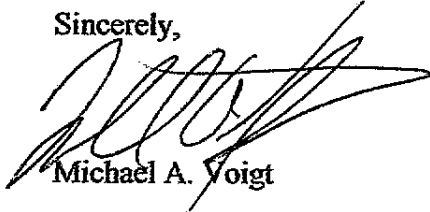
Secretary of State
Division of Corporation
P O Box 6327
Tallahassee, FL 32314

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-12/14/98--01117--015
*****122.50 *****78.75

Enclosed are two copies of the Articles of Incorporation of SAS Air, Inc. and a check for \$122.50 made payable to the Department of State

Should you have any questions, please call me at 561-347-0481.

Sincerely,



Michael A. Voigt

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION
OF
SAS Air Inc.

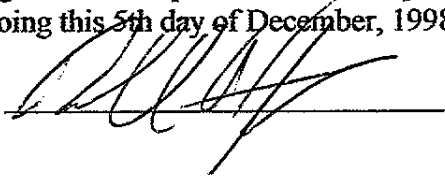
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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form corporation under the corporate laws of the State of Florida, do hereby certify the following:

- First:** The name of the corporation shall be SAS Air, Inc.
- Second:** The address of the initial registered office of the corporation is 1045 SW 15th Ave., Boca Raton, County of Palm Beach, Florida. The name of the registered agent located at such address is Michael A. Voigt.
- Third:** The principal address of the corporation is: 1045 SW 15th Ave., Boca Raton, FL 33486.
- Fourth:** The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- Fifth:** The total authorized stock of this corporation is divided into 1,000 shares at \$.0000 par value.
- Sixth:** The number of directors constituting the initial board of directors is : 1 , and the names and addresses of those who will serve as directors until the first annual meeting of shareholders or until their successors are elected are as follows:
- Michael James Kelsey, 2306 Crane Drive, Rockford, IL.
- Seventh:** The duration of the corporation is perpetual.
- Eighth:** The name and address of the person who is to act as incorporator is as follows:

Michael A. Voigt
1045 SW 15th Ave.
Boca Raton, FL 33486

I, THE UNDERSIGNED, being all the incorporators of the corporation identified above, declare that I have examined the foregoing this 5th day of December, 1998.



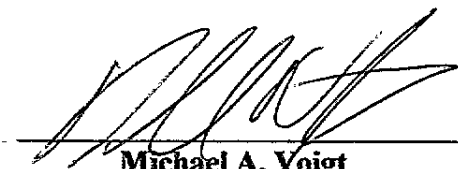
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THIS
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED.**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this SAS Air, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business located in the city of Boca Raton, State of Florida, has named Michael A. Voigt, 1045 SW 15th Ave., Boca Raton, FL 33486, as its agent for service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Michael A. Voigt
12/10/98

Date