

P98000105204

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Tropical Airlines, Inc.

100002715791--5

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

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ARTICLES OF INCORPORATION

OF

TROPICAL AIRLINES, INC.

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The undersigned, hereby acts as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the Corporation (hereinafter called the "Corporation") is **TROPICAL AIRLINES, INC.**

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purpose for which the Corporation is initially organized, which shall continue to be the purpose of the Corporation until and if the same shall be amended pursuant to the provisions of the Florida Business Corporation Act, shall include the authority of the corporation to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The Corporation shall have all of the powers conferred upon corporations organized under the Florida Business Corporation Act.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is **TEN MILLION (10,000,000)**, all of which are of **PAR VALUE \$.01** each and are of the same class and are to be Common shares.

FIFTH: The address of the Corporation is as follows:

9300 N.W. 36th Street
Miami, FL 33178

SIXTH: The address of the initial registered office of the Corporation in the State of Florida and the registered agent of the corporation at such address are as follows:

NAME
Ronald T. Bevans, Jr.

ADDRESS
9300 N.W. 36th Street
Suite 2331
Miami, FL 33178

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation shall be Five.

EIGHTH: The name and the address of each person who is to serve as an Officer of the Corporation are as follows:

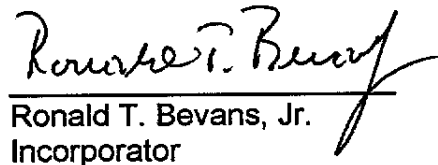
<u>NAME</u>	<u>ADDRESS</u>
Paul Joseph Posti, President and CEO	9300 N.W. 36 th Street Miami, FL 33178

NINTH: The name and the address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ronald T. Bevans, Jr.	9300 N.W. 36 th Street Suite 2331 Miami, FL 33178

TENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions including, but not limited to, Officers and Directors, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Dated: December 11, 1998


Ronald T. Bevans, Jr.
Incorporator

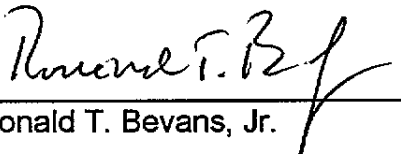
Designation of Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, 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 TROPICAL AIRLINES, INC.
2. The name of the registered agent is Ronald T. Bevans, Jr.
3. The address of the registered agent/registered office is 9300 N.W. 36th Street Suite 2331 Miami Florida 33178.

Acceptance of Appointment by Registered Agent

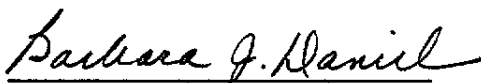
Having been named as registered agent and designated to accept service of process in the State of Florida for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Ronald T. Bevans, Jr.

STATE OF FLORIDA)
)SS.:
COUNTY OF DADE)

On this 17th day of December 1998, before me, a Notary Public in and for the State and County aforesaid, personally appeared **Ronald T. Bevans, Jr.** who is personally known to me to be the person named as registered agent in the foregoing Articles of Incorporation of **TROPICAL AIRLINES, INC.** and who duly acknowledged to me that he signed the above **ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT.**

Witness my hand and seal of office on the day and year aforesaid.


Notary Public, State of Florida

April 10, 2001
Commission expires:

Barbara J. Daniel
(Print Name of Notary Public)



Barbara J. Daniel
My Commission CC628094
Expires April 10, 2001

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