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FLORIDA PROFIT CORPORATION OR P.A.

HEAVEN AIR, INC.

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HEAVEN AIR, Inc.

IN COMPLIANCE WITH THE REQUIREMENTS OF FLORIDA STATUTES CHAPTER 607, THE UNDERSIGNED, BEING A NATURAL PERSON DOES HEREBY ACT AS AN INCORPORATOR IN ADOPTING AND FILING THE FOLLOWING ARTICLES OF INCORPORATION FOR THE PURPOSE OF ORGANIZING A BUSINESS CORPORATION.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION SHALL BE :
HEAVEN AIR , INC.

ARTICLE II. COMMENCEMENT & DURATION

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE AT THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE FLORIDA DEPARTMENT OF INCORPORATION. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

ARTICLE III. PURPOSE

THIS CORPORATION IS BEING ORGANIZED FOR ANY AND ALL LEGAL PURPOSES AND FOR ENGAGING IN THE TRANSACTION OF ANY AND ALL BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF FLORIDA AND THE UNITED STATES OF AMERICA.

ARTICLE IV. COMMON STOCK

THE MAXIMUM NUMBER OF SHARES THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100, ALL OF WHICH SHALL BE COMMON SHARES AT \$1.00 PAR VALUE. ALL COMMON SHARES SHALL BE IDENTICAL WITH EACH OTHER IN EVERY RESPECT AND THE HOLDERS THEREOF SHALL BE ENTITLED TO ONE VOTE FOR EACH SHARE ON ALL MATTERS ON WHICH SHAREHOLDERS HAVE THE RIGHT TO VOTE.

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PREPARED BY

Robert J. Pellegrino
ATTORNEY AT LAW
Florida Bar # 0006246

3636 DEL PRADO BLVD.,
CAPE CORAL, FLORIDA 33904
813-542-8838

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ARTICLE V. PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE CASH SALE BY THIS CORPORATION OF ANY SHARES OF STOCK OF THE SAME KIND, CLASS, OR SERIES AS THAT OF THE SHAREHOLDER, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH SUCH SHARES ARE OFFERED TO OTHERS.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE: ONE. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE:

Timothy W. Moore; 7924 Kismet Street, Miramar, Florida 33023

ARTICLE VII. INDEMNIFICATION

THIS CORPORATION SHALL RESERVE THE RIGHT TO INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED AGENT

THE ADDRESS OF THIS CORPORATION'S PRINCIPAL OFFICE SHALL BE:

3636 Del Prado Boulevard, Cape Coral, Florida 33904

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE:

Robert J. Pellegrino, Esq., 3636 Del Prado Boulevard, Cape Coral, Florida 33904

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ARTICLE IX. INCORPORATOR

THE NAME AND ADDRESS OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR IS:

Robert J. Pellegrino, Esq., 3636 Del Prado Boulevard, Cape Coral, Florida 33904

ARTICLE X. AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO. ANY RIGHTS CONFERRED UPON THE SHAREHOLDER SHALL BE SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 16 DAY OF December, 1998.



INCORPORATOR - Robert J. Pellegrino, Esq

I HEREBY ACCEPT MY DESIGNATION AS RESIDENT AGENT AND AGREE TO SERVE AS THE RESIDENT AGENT OF ^{Inc.} Heaven Air. I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR Heaven Air



REGISTERED AGENT / Robert J. Pellegrino, Esq

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