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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

air transport management corporation

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

AIR TRANSPORT MANAGEMENT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned has executed this document as incorporator of the above-named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties, and obligations of the undersigned as incorporator and those of the corporation are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation is AIR TRANSPORT MANAGEMENT CORPORATION ("Corporation").

ARTICLE II

The Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The address of the principal office of the Corporation is:
c/o William J. Brown, 777 Brickell Avenue, Suite 1114, Miami,
Florida 33131.

ARTICLE IV

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

Prepared By:
William J. Brown, Esq.
Fl Bar # 103653
777 Brickell Avenue, Suite 1114
Miami, Florida 33131
(305) 374-2280

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ARTICLE V

The aggregate number of shares this Corporation shall have authority to issue is 100. Unless otherwise stated in these Articles or in any amendment to these Articles, there shall be only one class of stock of this corporation.

ARTICLE VI

The name and address of the initial Registered Agent of this Corporation shall be: William J. Brown, Esq., 777 Brickell Avenue, Suite 1114, Miami, Florida 33131.

ARTICLE VII

The name and street address of the person signing these Articles of Incorporation is: Saleem Zaidi, 19706 Dawn Mist Court Humble, Texas 77346.

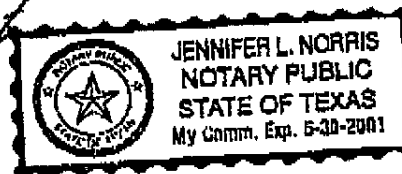
ARTICLE VIII

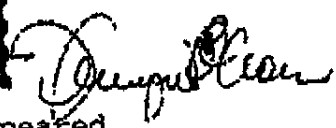
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of February, 1999.


Saleem Zaidi

STATE OF TEXAS)
COUNTY OF Harris)



BEFORE ME, the undersigned authority, personally appeared 

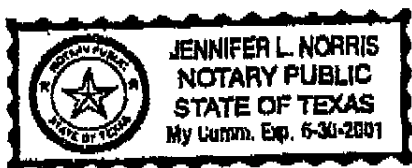
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Saleem Zaidi, known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

10th day of February, 1999.



Jennifer L. Norris
Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for AIR TRANSPORT MANAGEMENT CORPORATION at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to §607.0501(3) Fla. Stats.

William J. Brown
William J. Brown

DATE: February 11, 1999.

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