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SPENCER & KLEIN
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MIAMI, FLORIDA 33131

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February 17, 1999

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

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Via Federal Express

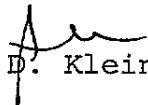
Re: Articles of Incorporation
Cav-Air Acquisition, Inc.

Gentlemen:

Enclosed are two (2) executed copies of Articles of Incorporation of Cav-Air Acquisition, Inc., along with a check in the amount of \$78.75. Please return the certified copy in the enclosed Federal Express envelope to the undersigned.

If there are any questions, please call.

Very truly yours,


Brent D. Klein

BDK/sew

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Brent Klein GAVE
AUTHORIZATION BY PHONE TO
CORRECT add RA accepto
DATE 2/19/99
DOC. EXAM BB

B. BROCK FEB 19 1999

ARTICLES OF INCORPORATION

OF

CAV-AIR ACQUISITION, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Cav-Air Acquisition, Inc. and its address is Suite 327, 1100 Lee Wagener Boulevard, Fort Lauderdale, Florida 33315.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 5,000. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 1901, Miami, Florida

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33131 and the name of its initial registered agent at such address is Brent D. Klein.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors are:

Carmel Shashua
Suite 327
1100 Lee Wagener Boulevard
Fort Lauderdale, Florida 33315

ARTICLE VII

INCORPORATOR

The name and address of the incorporator are:

Brent D. Klein
Suite 1901
801 Brickell Avenue
Miami, Florida 33131

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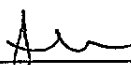
ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 17th day of February, 1999.

I am familiar with and accept the obligations of my position as registered agent.



Brent D. Klein Incorporator/Registered Agent