

February 18, 1999

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

SUBJECT: G & F Air, Inc.

100002790021--5  
-03/01/99--01022--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom it May Concern:

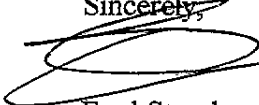
Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$ 78.75 for the fee and certificate for filing a profit corporation in the state of Florida.

FROM: G & F Air, Inc.  
Post Office Box 271448  
Tampa, Florida 33688-1448  
(813) 269-0551 Phone  
(813) 964-0306 Fax

*also UPS  
return envelope*

Thank you for your assistance in this matter.

Sincerely,



Fred Streck

FILED  
99 MAR -1 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

MAR 4 1999  
*[Handwritten signature]*

**ARTICLES OF INCORPORATION  
OF  
G & F AIR, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the provisions of Chapter 607, Florida Statutes.

**ARTICLE I**

The name of this corporation shall be G & F Air, Inc.

**ARTICLE II**

The general nature of the business to be transacted by this corporation shall be as follows:

A. To serve and engage as an airline management firm and all phases thereof which are necessary, proper, advisable and convenient for the accomplishment of said purpose; and, further, to engage in any other activity or business permitted under the laws of the United States and the State of Florida;

B. To register, own, apply for, purchase, acquire, sell or license others to use copyrights, trademarks, trade names and patents of every description and in any way and all articles whatsoever;

C. Subject to the restrictions or limitations imposed by law, to purchase or otherwise acquire, hold, own, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of the shares of the capital stock, bonds, obligations or other securities or evidence of indebtedness of other corporations, domestic and foreign, and the good will, rights, assets and property of any and every kind, or any part thereof, or any person, firm, or corporation, domestic or foreign, and

if desirable, issue in exchange therefor the stocks, bonds and other obligations of this corporation, and while the owner of such shares of the capital stock to exercise all rights, powers and privileges of ownership, including the power to vote thereon, and for any and all lawful purposes, in the course of the transaction of the business and affairs of the corporation, to acquire real and personal property, rights and interests of every nature and to execute and issue bonds, debentures and other negotiable or transferable instruments, and to mortgage or pledge any and all of the property of the corporation; to secure such bonds, debentures or other instruments upon such terms and conditions as may be set forth in the instrument or instruments mortgaging or pledging the same, or in any deed, contract or other instrument relating thereto;

D. To purchase or otherwise acquire real and personal property of any and all kinds that may be lawfully acquired and held by a business corporation, including but not limited to lands, leaseholds, shares of stock, mortgages, bonds, debentures and other securities, merchandise, back debts and claims, copyrights, trademarks, trade names, patents, caveats and patent rights, licenses, grants and concessions and any interest in real or personal property;

E. To make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures and other obligations from time to time for the purchase of property or for any purpose in or about the business of the corporation, and to secure the payment of any such obligation by mortgage, pledge, deed of trust or otherwise;

F. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of or invest, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description;

G. To purchase and otherwise acquire, sell, deal in and otherwise dispose of chattels, fixtures, machinery and every kind of personal property necessary or useful in the conduct and operation of the business of the corporation;

H. To acquire the stock in trade, good will, franchise and property, and to undertake or in any way assume the liabilities of any person, partnership or corporation, engage in business of the same general nature as that for which this corporation is formed, and to pay therefor in cash or in the stocks or bonds of this corporation or otherwise if deemed advisable; to hold or in

any manner dispose of the whole or any part of the property so purchased and to conduct in any lawful manner the whole or any part of the property so purchased and to conduct in any lawful manner the whole or part of any business so acquired;

I. To purchase, insofar as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold, sell, transfer, pledge and to reissue shares of its own capital stock; but such stock so acquired and held shall not be entitled to vote nor to receive dividends;

J. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals and whether as principal, agent or otherwise;

K. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, which any person, firm, corporation, private, public or municipal body politic under the government of the United States, or any state, territory or colony thereof, or any foreign government, so far as and to the extent that the same may be done and performed by corporations organized under the Florida Corporation Law;

L. The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

### **ARTICLE III**

The total number of shares to be issued by the corporation is 1,000 with par value of \$1.00 per share. All of said shares shall be common stock. Said stock may be issued in fractional shares and may be in part canceled and reissued and said stock shall be paid for in cash, services or property, as the board of directors may provide or approve. All shares shall be fully paid and nonassessable and the holders of such shares shall be not liable for any further payment thereon. All voting power of the corporation shall be vested in said common stock.

#### **ARTICLE IV**

Every shareholder, upon the sale for cash of any new stock in this corporation of the same kind, class or series as to that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

#### **ARTICLE V**

At each election of directors every shareholder entitled to vote in the election shall have the right to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of candidates.

#### **ARTICLE VI**

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders.

#### **ARTICLE VII**

The number of directors of this corporation shall not be less than one (1) nor more than five (5), the precise number to be fixed from time to time by the by-laws.

The board of directors shall have complete charge of the business of the corporation and any delegation of its authority to committees or to the corporation's officers, in the management or administration of the business, shall be as provided by the by-laws. Directors and officers of the corporation elected by them in accordance with the by-laws, shall hold office for a period of one (1) year after their election, or until their successors are fully elected and qualified; but any director is subject to removal at any time by a majority vote of all outstanding stock of the

stockholders, with or without cause; and any officer is subject to removal at any time by a majority vote of all of the directors, with or without cause.

### **ARTICLE VIII**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

### **ARTICLE IX**

A majority of the directors shall constitute a quorum for a meeting of the directors. If a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the board of directors.

Members of the board of directors may participate in meetings of the boards of directors by means of conference telephone as provided by law.

### **ARTICLE X**

The corporation shall indemnify and hold harmless any officer or director, or any former officer or director, to the full extent permitted by law.

### **ARTICLE XI**

No contract or other transaction between the corporation and any corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is or are a director or directors or officer or officers of such other corporation, and no contract or other transaction between the corporation and any other person

or firm shall be affected or invalidated by the fact that any one or more of the directors of this corporation is a party to or are parties to or interested in such contract or transaction; provided that in each case the nature and extent of the interest of such director or directors and such contract or other transaction or the fact that such director or directors is or are a director or directors or officer or officers of such other corporation is disclosed at the meeting of the board of directors at which such contract or other transaction is authorized.

## **ARTICLE XII**

This corporation shall have perpetual existence. It may, however, be sooner dissolved in any manner permitted by law.

## **ARTICLE XIII**

The principal office or mailing address for the corporation is Post Office Box 271448, Tampa, Florida 33688-1448.

## **ARTICLE XIV**

The names and addresses of the initial board of directors of this corporation are as follows:

Frederic C. Streck

Post Office Box 31206 S.M.B.  
Grand Cayman, Cayman Islands, B.W.I.

Gary Boddin

Post Office Box 31206 S.M.B.  
Grand Cayman, Cayman Islands, B.W.I.

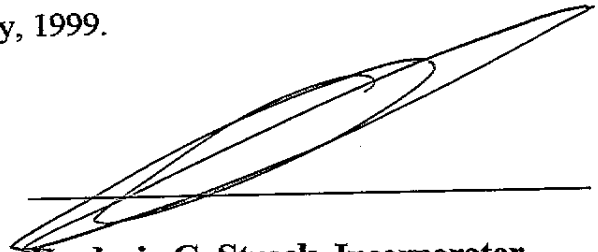
**ARTICLE XV**

The initial registered agent of the corporation shall be Frederic C. Streck with the initial registered office and mailing address at 13518 Westshire Drive, Tampa, Florida 33618 said agent being appointed to accept service of process within this state.

**ARTICLE XVI**

The name and address of the subscriber to these Articles of Incorporation is Frederic C. Streck, Post Office Box 271448, Tampa, Florida 33688-1448.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes herein stated on this 1st day of February, 1999.

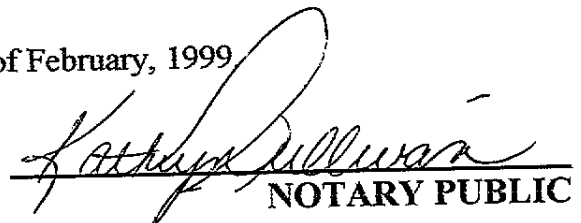
  
Frederic C. Streck, Incorporator

**STATE OF FLORIDA**

**COUNTY OF HILLSBOROUGH**

BEFORE ME, personally appeared Frederic C. Streck, to me well known and known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal on this 15th day of February, 1999

  
NOTARY PUBLIC

**My Commission Expires:**



Kathryn Sullivan  
My Commission CC610643  
Expires December 29, 2000

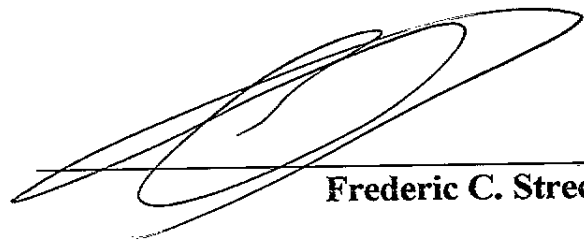


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE - NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That G & F Air, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Post Office Box 271448, Tampa, Florida 33688-1448 Hillsborough County, Florida, has named Frederic C. Streck, 13518 Westshire Drive, Tampa, Florida 33618 as its agent to accept service of process within this State.

Having been named to accept service of process for the above-named corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



**Frederic C. Streck**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA