

P99000022788



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 164852 9081A

AUTHORIZATION :

Patricia Pijute

COST LIMIT : \$ ~~70.00~~ Prepaid

ORDER DATE : March 11, 1999

ORDER TIME : 9:52 AM

ORDER NO. : 164852-005

CUSTOMER NO: 9081A

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*****70.00 *****70.00

CUSTOMER: Ms. Lisa K. Johnson
MACLEAN & EMA
MACLEAN & EMA
2600 Ne 14th Street Causeway

Pompano Beach, FL 33062

DOMESTIC FILING

NAME: KANGAROO AIR, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

g 3/11/99

RECEIVED

99 MAR 11 AM 11:27

DIVISION OF CORPORATION

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION OF KANGAROO AIR, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be KANGAROO AIR, INC. The address of the principal office of this corporation shall be 1502 N.W. 111th Avenue, Coral Springs, Florida 33071.

ARTICLE II COMMENCEMENT-DURATION

Corporation existence shall commence upon the filing of these Articles of Incorporation. The duration of KANGAROO AIR, INC. shall be perpetual.

ARTICLE III PURPOSE

The general purposes for which KANGAROO AIR, INC. is organized are:

A. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of KANGAROO AIR, INC., be advantageously carried on in connection with, or ancillary to, the foregoing business.

B. 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 KANGAROO AIR, INC. is authorized to issue is 7,500. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

ARTICLE V
PRINCIPAL AND REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of KANGAROO AIR, INC. is 1502 N.W. 111th Avenue, Coral Springs, Florida 33071 and the name of its initial Registered Agent at such address is Peter Middleton.

ARTICLE VI
OFFICERS AND DIRECTORS

The number of Directors of KANGAROO AIR, INC. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of KANGAROO AIR, INC. is one (1). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial Officers of KANGAROO AIR, INC. are as follows:

Peter Middleton	Director/President
1502 N.W. 111th Avenue	Secretary/Treasurer
Coral Springs, Florida 33071	

ARTICLE VII
INCORPORATOR

The Incorporator of KANGAROO AIR, INC. is Peter Middleton, whose address is 1502 N.W. 111th Avenue, Coral Springs, Florida 33071.

ARTICLE VIII
CUMULATIVE VOTING

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or distribute them on the same principal among as many candidates as he shall think fit.

ARTICLE IX
PREEMPTIVE RIGHTS

Each shareholder of KANGAROO AIR, INC. shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of KANGAROO AIR, INC. convertible into or carrying a right to subscribe to or acquire share of any such unissued or treasury shares,

at the same price and terms at which said shares are being offered for issue.

ARTICLE X CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the issued and outstanding shares of KANGAROO AIR, INC., shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of KANGAROO AIR, INC. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of KANGAROO AIR, INC., or to voluntarily dissolve, liquidate or wind up its affairs.

ARTICLES XI SHAREHOLDERS AGREEMENTS

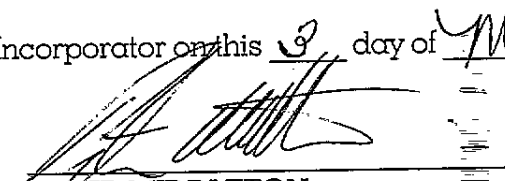
Notwithstanding the provisions of these Articles of Incorporation, the shareholders of KANGAROO AIR, INC. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of KANGAROO AIR, INC. The provisions of said agreement may include, but shall not be limited to, the following:

- A. The voting of shares in KANGAROO AIR, INC., and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.
- B. The limitation of the business affairs of KANGAROO AIR, INC. or its purposes and powers to specified activities or enterprises.
- C. The management of the business affairs of KANGAROO AIR, INC. and the division of the profits of the Corporation.
- D. Restrictions on the transfer of shares of stock in KANGAROO AIR, INC.
- E. The right and power of KANGAROO AIR, INC. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.
- F. Modification of the provisions of Article X or the establishment of procedures by which changes in corporate form shall be effected.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. KANGAROO AIR, INC. is hereby empowered to

become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

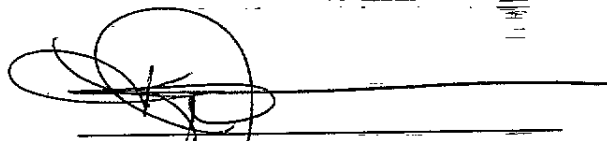
EXECUTED by the undersigned Incorporator on this 3 day of March, 1999.


PETER MIDDLETON

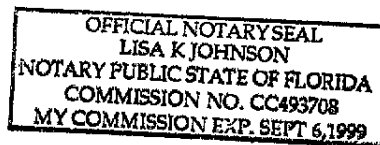
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared PETER MIDDLETON, to me well known or who produced his personally known as identification and known to me to be the Incorporator of KANGAROO AIR, INC., and he acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 3rd day of March, 1999.


Notary Public

My Commission Expires:



I, PETER MIDDLETON, having been appointed Registered Agent of KANGAROO AIR, INC., do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties this 3 day of March, 1999.



PETER MIDDLETON

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DIVISION OF CORPORATIONS
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