

ANGEL J. AGOSTINI, C.P.A.

*Certified Public Accountant*

1320 N. Semoran Blvd. Suite 106  
Orlando, FL 32807

Phone: (407) 249-1717  
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P 99000032186

TRANSMITTAL LETTER

March 31, 1999

Date

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

500002828795--6  
-04/05/99--01045--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: CARIBBEAN FLIGHT CHARTER, INC.  
(Proposed corporate name -- must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

X \$70.00  
Filing Fee

       \$78.75  
Filing Fee  
& Certificate

From:

ANGEL J. AGOSTINI, C.P.A.  
Name

1320 N. SEMORAN BLVD. STE. 106  
Address

ORLANDO, FL 32807-3500  
City, State & Zip

(407) 249-1717  
Daytime Telephone number

FILED  
99 APR -5 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
FOR  
CARIBBEAN FLIGHT CHARTER, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I ~ NAME:

The name of the corp. shall be: CARIBBEAN FLIGHT CHARTER, INC.

ARTICLE II ~ DURATION:

This corporation shall have perpetual existence commencing on the date of the Articles with the Department of State.

ARTICLE III ~ PURPOSE:

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may be amended. Principal business will be PASSENGER AND CARGO CHARTER FLIGHTS.

ARTICLE IV ~ INITIAL OFFICE:

The principal place of business & mailing address shall be:

2115 NORTH EAST 170<sup>th</sup>. STREET  
MIAMI BEACH, FL. 33162

ARTICLE V ~ CAPITAL STOCK:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE VI ~ INITIAL REGISTERED AGENT AND ADDRESS:

The name and address of the initial registered agent is:

HECTOR G. VALENTIN  
2115 NORTH EAST 170<sup>th</sup>. STREET  
MIAMI BEACH, FL. 33162

ARTICLES OF INCORPORATION  
FOR

CARIBBEAN FLIGHT CHARTER, INC.  
(Continued)

ARTICLE VII ~ PRE-EMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII ~ INITIAL BOARD OF DIRECTORS & INCORPORATOR:

This corporation shall have three directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one director. The name and address of the initial Directors and the incorporator signing these papers is:

<u>PRESIDENT:</u>	<u>HECTOR G. VALENTIN</u> <u>2115 NORTH EAST 170<sup>th</sup>. STREET</u> <u>MIAMI BEACH, FL. 33162</u>
<u>SECRETARY:</u>	<u>ELBA M. VALENTIN</u> <u>2115 NORTH EAST 170<sup>th</sup>. STREET</u> <u>MIAMI BEACH, FL. 33162</u>
<u>TREASURER:</u>	<u>EDDIE F. TINEO</u> <u>2115 NORTH EAST 170<sup>th</sup>. STREET</u> <u>MIAMI BEACH, FL. 33162</u>

ARTICLE IX ~ INDEMNIFICATION:

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X ~ AMENDMENTS:

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the stockholders is subject to this reservation.

ARTICLE XI ~ SPECIAL PROVISIONS:

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officer to accomplish compliance.

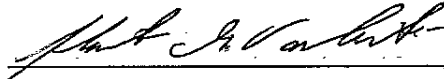
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the state of Florida.

1. The name of the corporation is:      CARIBBEAN FLIGHT CHARTER, INC.
2. The name and address of the registered agent and office is:

HECTOR G. VALENTIN  
2115 NORTH EAST 170<sup>th</sup>. STREET  
MIAMI BEACH, FL. 33162

SIGNATURE:



TITLE:


PRESIDENT

DATE:

March 31, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:



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TALLAHASSEE, FLORIDA