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417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

April 9, 1999

CAPITAL CONNECTION, INC. 417 E. VIRGINIA ST. STE. 1 TALLAHASSEE, FL 32301

SUBJECT: ORLANDO AIR SERVICES, INC.

Ref. Number: W99000008548

We have received your document for ORLANDO AIR SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun Document Specialist

Letter Number: 999A00018168

ARTICLES OF INCORPORATION

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ORLANDO AIR SERVICES, INC.

The undersigned incorporate(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: ORLANDO AIR SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 7061 GRAND NATIONAL DRIVE, STE 105 E, ORLANDO, FLORIDA 32819

ARTICLE III CORPORATE DURATION

The duration of this corporation shall be: PERPETUAL

ARTICLE IV PURPOSE OR PURPOSES

The general purpose(s) for which this corporation is/ are organized is/are the following:

- 1. To engage in the business of chartering aircraft.
- 2. To engage in the business to develop and sell aircraft charters programs.
- 3. To engage in the business to develop and sell ground travel packages.
- 4. To engage in the business of receptive tourism.
- 5. To legally transact any other 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 the Corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
- 6. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE V CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is **TWENTY FIVE THOUSAND** (25,000). Such share shall be of a single class, and shall have a par value of **FIFTY DOLARS** (\$50.00) per share.

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ARTICLE VI REGISTERED OFFICE AND AGENT

The name of the initial registered agent shall be the following: 7061 Grand National Drive, STE 105E, Orlando, Florida, 32819.

ARTICLE VII BOARD OF DIRECTORS

The number of the Directors constituting the Corporation's initial Board of Directors is One. The name and address of each person who is to serve as a member of the initial Board of Directors is as follows:

Antonio Perez, 7061 Grand National Drive, STE 105E, Orlando, Florida 32819, SHALL BE THE PRESIDENT OF THE BOARD OF DIRECTORS AND PRESIDENT OF THE CORPORATION.

ARTICLE VIII INCORPORATOR(S)

The name(s)and address(es) of the incorporation Antonio Perez, 7061 Grand National Drive, STE 105E, Orlando, Florida 32819.

ARTICLE IX REGISTERED AGENT

The registered Agent of this Corporation shall be Antonio Perez, 7061 Grand National Drive, STE 105E, Orlando, Florida 32819.

The undersigned has (have) executed these Articles of Incorporation this <u>66</u> day of 1999.

I hereby am familiar with and accept the duties and respons ibilities as Registered Agent.

Antonio Perez Chairman of the Board President of the Corporation Registered Agent