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TRANSMITTAL

April 16, 1999

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****122.50 ****78.75

State of Florida
Division of Corporations
P O Box 6327
Tallahassee, FL 32399

Re: Whisper Jet Aviation, Inc.

To Whom It May Concern:

Enclosed you will please find a check in the amount of \$122.50 for the New Corporation Filing Fee for the above referenced corporation.

Thank you for your prompt attention.

Sincerely,

Pamela Burns, EA

Pamela Burns, EA
Enrolled Agent/
Accountant

*Accurate Accounting & Tax Prep -
3335 N. University Dr., #2
Hollywood, FL 33024*

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CLERK OF STATE
DIVISION OF CORPORATIONS
99 APR 19 AM 8:12

ARTICLES OF INCORPORATION
of

WHISPER JET AVIATION, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

Article I - Corporate Name

The name of the Corporation: **WHISPER JET AVIATION, INC.**

Article II - Duration

This corporation shall exist perpetually unless dissolve according to Florida law.

Article III - Purpose

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

The corporation is authorized to issue ONE HUNDRED shares (100) of ONE Dollar (\$1.00) par value Common Stock, which shall be designated Common Shares

Article V - Initial Registered Office & Agent

The principal office, or the mailing address of the corporation is:

Name: James Edward Odom
Address: 8600 SW 144 Street
City: Miami, FL 33158

Article VI - Initial Board of Directors

This corporation shall have ONE (1) director(s) initially. The number of directors may be either increased or diminished from time to time By-Laws, but shall never be less than one (1). The name(s) & address(s) of the initial director of the corporation are as follows:

Name: James Edward Odom
Address: 8600 SW 144 Street
City: Miami, FL 33158

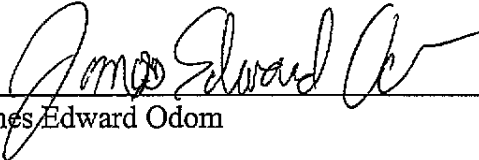
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DIVISION OF CORPORATIONS

Article VII - Incorporator(s)

The name(s) and address(es) of the incorporator(s) signing these Articles of Incorporation are as follows:

Name: James Edward Odom
Address: 8600 SW 144 Street
City: Miami, FL 33158

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 16th day of April, 1999.


James Edward Odom

State of Florida:
County of Broward:

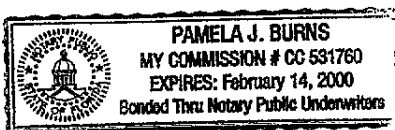
before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared


JAMES EDWARD ODOM

known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 16th day of April, 1999

My Commission Expires:




Pamela J. Burns
Notary Public, State of Florida at Large

Certificate and Acknowledgment of Registered Agent

Certificate of Registered Agent

of

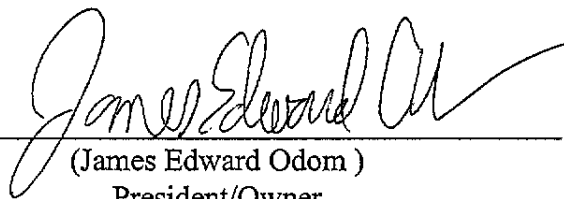
WHISPER JET AVIATION, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

8600 SW 144 Street
Miami, FL 33158

Acknowledgment

Having been named as Registered Agent to accept service of process for the above state corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(James Edward Odom)
President/Owner

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 19 AM 8:12