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LAW OFFICES OF
MICHAEL J. COHEN, P.A. FILED

99 MAY 19 PM 4:13

517 S.W. FIRST AVENUE
FORT LAUDERDALE, FL 33301

May 17, 1999

SECRETARY OF STATE (954) 524-5858
TALLAHASSEE, FLORIDA FAX (954) 524-4169

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

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*****78.75 *****78.75

Re: Jadair International, Inc.
A proposed Florida corporation

Gentlemen:

Enclosed please find original and one (1) copy of the Articles of Incorporation for Jadair International, Inc. and the original and one (1) copy of the Certificate Designating Resident Agent for said corporation.

Also, please find enclosed our check payable to Department of State for \$78.75 for filing fees.

Please return the certified copy of the Articles of Incorporation to the above address in the envelope provided herein.

Thank you for your prompt attention.

Sincerely,

Cynthia Lindo
Cynthia Lindo, Secretary to
Michael J. Cohen

/cl

Enclosures

PH 5/24/99 ✓

**ARTICLES OF INCORPORATION
OF
JADAIR INTERNATIONAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS OF CORPORATION

The name of the corporation shall be JADAIR INTERNATIONAL, INC. and its principal or mailing address is 5414 Point Villa Drive, Lighthouse Point, FL 33064.

ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - GENERAL PURPOSE

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United States of America and the State of Florida.

Prepared by:

Michael J. Cohen, Esq.
Michael J. Cohen, P.A.
517 SW First Avenue
Ft. Lauderdale, FL 33301-2803
Telephone: (954) 524-5858
Fla. Bar No. 228664

ARTICLE IV - CAPITAL STOCK

(I) The corporation shall have authority to issue one thousand (1,000) shares of common stock, all of one class, with a par value of One Dollar (\$1.00) per share.

(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 5414 Point Villa Drive, Lighthouse Point, FL 33064, and the name of its initial registered agent is JAMES A. DOUGLAS, JR.

ARTICLE VI - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of one director. The number of directors may be increased from time to time by amendment of the Bylaws.

(II) The name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and qualified is:

JAMES A. DOUGLAS, JR.
P.O. Box 100591
Ft. Lauderdale, FL 33310-0591

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation is:

JAMES A. DOUGLAS, JR.
P.O. Box 100591
Ft. Lauderdale, FL 33310-0591

ARTICLE VIII - LIABILITY AND INDEMNIFICATION

(I) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the Corporation to produce a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification

hereunder shall be made only on a determination by seventy-five percent (75%) vote of disinterested directors, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of any undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in the section.

(II) The Corporation shall also indemnify any director, officer, employee or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee or agent met any appropriate standard of conduct.

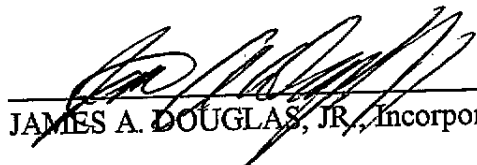
(III) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

(IV) In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

(V) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders or by an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment, of the litigation or threatened litigation.

(VI) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have authority to indemnify him against such liability under the provisions of these articles, or under law.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 14 day of May, 1999.



JAMES A. DOUGLAS, JR., Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted, in compliance with Section 607.0501, Florida Statutes:

That JADAIR INTERNATIONAL, INC., a corporation organizing under the laws of the State of Florida, has named JAMES A. DOUGLAS, JR., as its Registered Agent to accept service of process within this State, whose registered office is 5414 Point Villa Drive, Lighthouse Point, FL 33064.

ACKNOWLEDGMENT

Having been named to accept service of process for the above entitled corporation, at the 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 the proper and complete performance of my duties.

Dated this 14 this day of May, 1999.



JAMES A. DOUGLAS, JR.
Registered Agent