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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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SECRETARY OF STATE
KATHERINE HARRIS
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FLORIDA PROFIT CORPORATION OR P.A.

INTER AIRSPARES, INC.

Certificate of Status	0
Certified Copy	1
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B. McKnight JUN 01 1999

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SECRETARY OF STATE
TALLAHASSEE FLORIDAARTICLES OF INCORPORATIONOFInter Airspares, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I -- NAME

The name of the corporation shall be: **Inter Airspares, Inc.**

The principal place of business of this corporation shall be:

7301 N.W. 34th Street
Miami, FL 33122

ARTICLE II -- NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III -- CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is 10,000.

Prepared By: Lowenstien & Company
2100 Salzedo Street
Suite No. 303
Coral Gables, Florida 33134
Phone# (305)-444-9877

ARTICLE IV -- TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V -- OFFICERS/DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Director: Peter Jackson
% Lowenstein & Company, P.A.
2100 Salzedo Street #303
Coral Gables, FL 33134-4323

ARTICLE VI -- INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of corporation is (are):

Georgina Masses-Valera, CPA
% Lowenstein & Company, P.A.
2100 Salzedo Street #303
Coral Gables, FL 33134-4323

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 1st day of June, 1999.

Signature(s) of Incorporator(s)

Georgina Masses-Valera

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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: Inter Airspares, Inc.
2. The name and address of the registered agent and office is:

Georgina Masses-Valera, CPA
& Lowenstein & Company, P.A.
2100 Salzedo Street #303
Coral Gables, FL 33134-4323

SIGNATURE Georgina Masses-Valera
TITLE C.P.A. (Incorporator)
DATE 6/1/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE Georgina Masses-Valera
DATE 6/1/99

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