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ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN, P.A.

ATTORNEYS AT LAW

ONE UNIVERSITY PARK, SUITE 600
12800 UNIVERSITY DRIVE
P.O. BOX 60259 (ZIP 33906)
FT. MYERS, FLORIDA 33907
TELEPHONE: (941) 489-1776
FACSIMILE: (941) 489-2444

ONE TAMPA CITY CENTER
SUITE 2100
P.O. BOX 3433 (ZIP 33601)
TAMPA, FLORIDA 33602
TELEPHONE: (813) 229-3321
FACSIMILE: (813) 223-9067

PELICAN BAY FINANCIAL CENTER
SUITE 300
8889 PELICAN BAY BOULEVARD
NAPLES, FLORIDA 34108
TELEPHONE: (941) 597-7088
FACSIMILE: (941) 597-6984

201 SOUTH MONROE STREET
SUITE 200
TALLAHASSEE, FLORIDA 32301
TELEPHONE: (850) 224-7668
FACSIMILE: (850) 224-7290

PLEASE REPLY TO:
TAMPA
(813) 229-3321
MANNI@annislaw.com

AVAILABLE FOR CONSULTATION
KÄRTEL, VOLLHARDT & PARTNER
KURFÜRSTENDAMM 36
D-10719 BERLIN, GERMANY
011-49-30-885-7710
FAX: 011-49-30-881-1308

July 9, 1999

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

700002929537--8
-07/13/99-01020-006
122.50 **78.75

Re: Just Jets Air Charter, Inc.
Our File No: 6382-003-1

Gentlemen:

Enclosed for filing in your office are one original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our client's check in the amount of \$122.50 in payment of the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00
	<u>\$122.50</u>

Please forward a certified copy of the Articles to the undersigned.

Sincerely,

Michael D. Annis

Michael D. Annis

MDA:mm
Enclosures

cc: Mr. Jeffrey I. Wooley (without enclosure)

6382-003-663071.1

FILED
99 JUL 13 PM 5:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN JUL 13 1999

ARTICLES OF INCORPORATION
OF
JUST JETS AIR CHARTER, INC.

FILED
99 JUL 13 PM 5:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name of this Corporation is: **JUST JETS AIR CHARTER, INC.** The mailing address of the Corporation is: 9210 Adamo Drive, Tampa, Florida 33619. The street address of the Corporation is: 9210 Adamo Drive, Tampa, Florida 33619.

ARTICLE II

Existence of corporation

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III

Purpose

This Corporation is organized for the purpose of leasing aircraft and engaging in any and all other lawful business.

ARTICLE IV

Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or a facsimile thereof to be impressed, affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

This Corporation is authorized to issue 10,000 shares of common stock \$0.10 par value common stock, which shall be designated Common Shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 9210 Adamo Drive, Tampa, Florida 33619 and the name of its initial registered agent at such address is Jeffrey I. Wooley.

ARTICLE VII

Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this Corporation are:

Name	Address
Jeffrey I. Wooley	9210 Adamo Drive Tampa, Florida 33619

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles are:

Name	Address
Jeffrey I. Wooley	9210 Adamo Drive Tampa, Florida 33619

ARTICLE IX

Bylaws

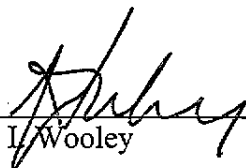
The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

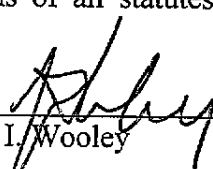
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 9th day of July, 1999.



Jeffrey I. Wooley

Acceptance By Registered Agent

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, 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.



Jeffrey I. Wooley

Dated: July 9, 1999

PF-201

6283-004 - #661197.1

FILED
99 JUL 13 PM 3:08
CLERK OF STATE
TALLAHASSEE, FLORIDA