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OF COUNSEL
ELK, BANKIER, PALMER & CHRISTU

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P99000096703

October 28, 1999

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

100003030251--6
-11/01/99-01058-010
****122.50 *****76.75

RE: Zero Gravity Aircraft Leasing, Inc.

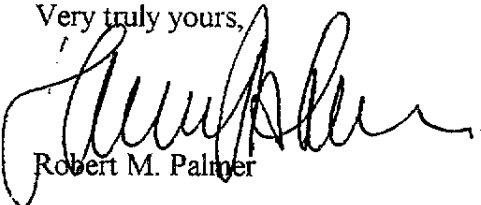
Dear Sir/Madame:

Enclosed please find the following for filing

1. Original and one copy of the Articles of Incorporation for the above.
2. Our check in the amount of \$122.50 for the filing fee.

Please return a certified copy of the Articles to the undersigned together with the Certificate of Incorporation.

Very truly yours,


Robert M. Palmer

RMP/krw
Enclosures

FILED
99 NOV - 1 PM 12:33
TALLAHASSEE, FLORIDA

11/3/99

ARTICLES OF INCORPORATION
OF
ZERO GRAVITY AIRCRAFT LEASING, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Zero Gravity Aircraft Leasing, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4800 North Federal Highway, Suite 200-E
Boca Raton, Florida 33431

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Adam D. Palmer, Esq.
4800 N. Federal Highway, Suite 200-E
Boca Raton, FL 33431

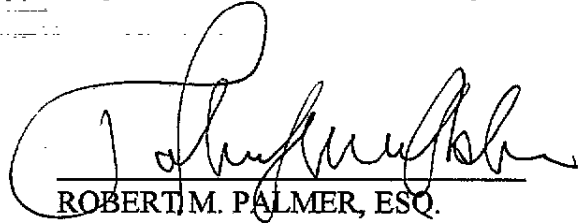
ARTICLE V - INCORPORATOR

The name and street address of the incorporator of the Corporation are:

Robert M. Palmer, Esq.
4800 N. Federal Highway, Suite 200-E
Boca Raton, FL 33431

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TALLAHASSEE, FLORIDA

The undersigned has executed these Articles of Incorporation this 27th day of October, 1999.


ROBERT M. PALMER, ESQ.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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 is:

Zero Gravity Aircraft Leasing, Inc.

2. The name and address of the registered agent and office is:

Adam D. Palmer
4800 N. Federal Highway, Suite 200-E
Boca Raton, FL 33431

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TALLAHASSEE, FLORIDA


ADAM D. PALMER, ESQ.

Date 10-27-99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


ADAM D. PALMER, ESQ.

Date: 10 - 27 - 99