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August 17, 1999

Via Federal Express

Secretary of State
The Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

900002963403--5
-08/18/99-01070-007
*****78.75 *****78.75

Re: **Articles of Incorporation of Havana Air, Inc.**

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$78.75 to cover the following costs:

1. \$35.00 - Filing Fee;
2. \$35.00 - Designation of Registered Agent;
3. \$8.75 - Certified Copy of the Articles of Incorporation.

TOTAL AMOUNT DUE - \$78.75

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.



Scott W. Duval
Senior Law Clerk

swd

Encl.

W99-19563

FILED
99 NOV 18 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 24, 1999

SCOTT W DUVAL
3838 TAMIAMI TRAIL NORTH, STE 402
NAPLES, FL 34103

SUBJECT: HAVANA AIR, INCORPORATED
Ref. Number: W99000019563

We have received your document for HAVANA AIR, INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Kimberly Rolfe
Corporate Specialist Supervisor

Letter Number: 499A00042421

ARTICLES OF INCORPORATION
OF
HAVANA AIR INCORPORATED

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation (the "Corporation") is HAVANA AIR INCORPORATED.

ARTICLE TWO

The principal office of the Corporation is 1297 Pompei Lane, Naples, Florida 34103.

ARTICLE THREE

The purpose or purposes for which the Corporation is organized are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have authority to issue is one hundred (100) shares of common stock, and the par value of each such share is One and 00/100 Dollars (\$1.00).

ARTICLE FIVE

The street address of the initial registered office of the Corporation is 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103, and the name of its initial registered agent at such address is David N. Morrison.

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of the Corporation is:

Sean C. Reddick
1297 Pompei Lane
Naples, Florida 34103

ARTICLE SEVEN

The name and address of the person signing these Articles is Sean C. Reddick, 1297 Pompei Lane, Naples, Florida 34103.

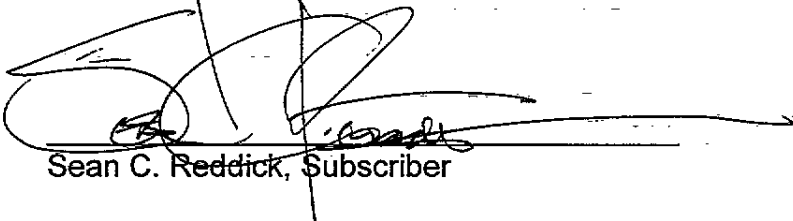
ARTICLE EIGHT

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE NINE

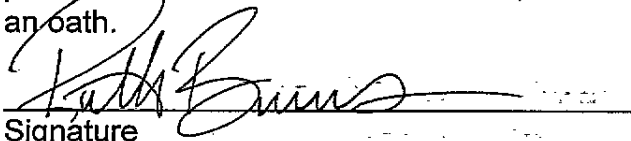
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the Shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscribers, for the purposes of forming a corporation under the Florida Business Corporation Act, have executed these Articles of Incorporation this _____ day of August, 1999.


Sean C. Reddick, Subscriber

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 29TH day of August, 1999, by SEAN C. REDDICK, who is personally known to me or who has produced _____ (type of identification) as identification and who did (did not) take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person executing this instrument did take an oath.


Signature
RUTH BURNS
(Type or print Name of Acknowledger)

 Ruth Ellen Burns
My Commission CC785330
Expires October 22, 2002

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.



DAVID N. MORRISON

Date: ~~August~~ Oct 2, 1999

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99 NOV 18 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA