

P9900010935



THE UNITED STATES  
CORPORATION  
COMPANY

99 DEC 27 AM 8:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 530168 9643A

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 70.00

ORDER DATE : December 27, 1999

ORDER TIME : 3:54 PM

ORDER NO. : 530168-005

CUSTOMER NO: 9643A

800003081268--1

CUSTOMER: Helene C. Rosen, Esq  
SACHS, SAX & KLEIN, P.A.  
SACHS, SAX & KLEIN, P.A.  
P. O. Box 810037

Boca Raton, FL 33481-0037

DOMESTIC FILING

NAME: SOUTHSTAR AVIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds *PR*

EXAMINER'S INITIALS: *12/28/99*

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 DEC 27 PM 4:36

RECEIVED

**ARTICLES OF INCORPORATION  
OF  
SOUTHSTAR AVIATION, INC.**

FILED  
99 DEC 27 AM 8: 39  
- SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this Corporation shall be: Southstar Aviation, Inc., 4800 North Federal Highway, Suite 104A, Boca Raton, Florida 33431.

**ARTICLE II**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

NUMBER OF SHARES <u>AUTHORIZED</u>	PAR VALUE <u>PER SHARE</u>	CLASS OF <u>STOCK</u>
10,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

**ARTICLE IV**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### **ARTICLE V**

The initial registered office of this Corporation shall be 1201 Hays Street, Tallahassee, Florida 32301. The initial registered agent at that address shall be Corporation Service Company.

#### **ARTICLE VI**

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

#### **ARTICLE VII**

The name and address of the incorporator is: Mr. Peter Feaman, Esquire, 4800 North Federal Highway, Suite 104A, Boca Raton, Florida 33431.

#### **ARTICLE VIII**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

#### **ARTICLE IX**

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

#### **ARTICLE X**

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

[SIGNATURE AND NOTARY ON FOLLOWING PAGE]

Peter M. Fagan

The foregoing instrument was acknowledged before me on this 23 day of December, 1999, by PETER FEAMAN, as Incorporator of Southstar Aviation, Inc., on behalf of the Corporation. He is ~~(personally known to me)~~ (or has produced his drivers license) and did take an oath.

OFFICIAL NOTARY SEAL  
LYNN TRUMBOWER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC543909  
MY COMMISSION EXP. MAR. 31, 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
99 DEC 27 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the laws of the State of Florida, the following is submitted:

First – That Southstar Aviation, Inc. desiring to organize under the laws of the State of Florida, has named Corporation Service Company, as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 27<sup>th</sup> day of December, 1999.

Deborah D. Skipper  
Registered Agent

Deborah D. Skipper  
as its agent