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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C. RODRIGUEZ
PHONE: (305)672-0686

ACCT#: 110432003053

FAX #: (305)672-9110

NAME: AIR 1 AIRLINES, INC.

AUDIT NUMBER.....H97000021140

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1 PAGES..... 4

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
AIR 1 AIRLINES, INC.

EFFECTIVE DATE
12-23-97

Article II. Address

The mailing address of the Corporation is:
AIR 1 AIRLINES, INC.
555 South Federal Highway, Suite 400
Boca Raton FL 33432

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Brenda Lee Hamilton
555 South Federal Highway, Suite 400
Boca Raton FL 33432

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Ron Lichtman, Chairman	Ralph Slivka
Roger Larreur	Mark van Hartesvelt
Lewis C. Graham	Peter Ferreira
David Margulies	

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Brenda Lee Hamilton | FL Bar Member 004618
Law Office of Brenda Lee Hamilton, P.A.
555 South Federal Highway, Suite 400
Boca Raton FL 33432
561-416-8956

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Article V. Capital Stock

The Corporation shall have the authority to issue 5,000,000 shares of common stock, par value \$.001 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Brenda Lee Hamilton
Law Office of Brenda Lee Hamilton, P.A.
555 South Federal Highway, Suite 400
Boca Raton FL 33432

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on December 23, 1997.

The undersigned incorporator executed these Articles of Incorporation on December 24, 1997.



BRENDA LEE HAMILTON
by F.A. Rodriguez as attorney-in-fact

Brenda Lee Hamilton | FL Bar Member 004618
Law Office of Brenda Lee Hamilton, P.A.
555 South Federal Highway, Suite 400
Boca Raton FL 33432
561-416-8956

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

AIR 1 AIRLINES, INC.

REGISTERED AGENT/OFFICE:

**Brenda Lee Hamilton
555 South Federal Highway, Suite 400
Boca Raton FL 33432**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**BRENDA LEE HAMILTON
by F.A. Rodriguez as attorney-in-fact**

Date: December 24, 1997

**Brenda Lee Hamilton | FL Bar Member 004618
Law Office of Brenda Lee Hamilton, P.A.
555 South Federal Highway, Suite 400
Boca Raton FL 33432
561-416-8956**

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