

GOVERNMENT OF
THE VIRGIN ISLANDS OF THE UNITED STATES

CHARLOTTE AMALIE, ST. THOMAS

C-417-2004

To All To Whom These Presents Shall Come:

I, the undersigned, LIEUTENANT GOVERNOR, do hereby certify that

HAIRON AVIATION SERVICES, INC.

of the Virgin Islands filed in my office on April 6, 2004 as provided
for by law, Articles of Incorporation, duly acknowledged:

WHEREFORE the persons named in the said Articles, and who have
signed the same, and their successors, are hereby declared to be from the
date aforesaid, a corporation by the name and for the purposes set forth in
said Articles, with the right of succession as therein stated.

Witness my hand and the Seal of the Government
of the Virgin Islands of the United States, at Char-
lotte Amalie, St. Thomas, this 13th day of
April, A.D. 2004



Vargrave A. Richards
VARGRAVE A. RICHARDS

Lieutenant Governor for the Virgin Islands

ARTICLES OF INCORPORATION
OF
HAIROUN AVIATION SERVICES, INC.

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LT. GOV. OFFICE
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CORPORATIONS

WE THE undersigned hereby join together and form the following corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is **HAIROUN AVIATION SERVICES, INC.**

ARTICLE II - PURPOSE

This corporation shall engage in any kind of lawful business that is permissible under the General Corporation Law of the Virgin Islands including but not limited to:

- (a) To purchase and sell, wholesale and retail, gasoline and other petroleum products including but not limited to aviation fuel, and aviation lubricants.
- (b) To provide aircraft maintenance; airfield ramp services and to operate and provide fixed based services for private and cooperate aircraft.
- (c) Purchase, receive, own, hold, improve, and use of personal property, or any interest in real or personal property wherever situated, and to sell, convey, lease, exchange, transfer, mortgage, or pledge, any of the Corporation's real property and other assets, or any interest in the Corporation's real property and other assets.
- (d) Acquire by purchase, exchange, or otherwise, all, or any part of, or any interest in, the properties, assets, business, and goodwill of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of the Virgin Islands; pay for the same in cash, property, or the Corporation's own or other securities, hold, operate, reorganize, liquidate, sell, or in any manner dispose of the whole or any part thereof; and in connection therewith, assume or guaranty performance of any liabilities, obligations, or contracts of such persons, firms association, or corporations, and to conduct the whole or any part of any business thus acquired.

- (e) Lend money in furtherance of the Corporation's purposes and invest and reinvest the Corporation's funds from time to time to such extent, to such persons, firms, associations, corporation, governments, or agencies or instrumentalities thereof, and on such terms and on such security, if any, as the Board of Directors of the Corporation may determine.
- (f) Borrow money without limit as to amount and at such rates of interest as the Corporation may determine; from time to time issue and sell the Corporation's notes, bonds, debentures, and other obligations, in amounts, on terms and conditions, for purposes and for prices, now or hereafter permitted by the laws of the Virgin Islands and by these Articles of Incorporation, as the Board of Directors of the Corporation may determine; and to secure any of its obligations by mortgage, pledge, or other encumbrance of all or any of its property, franchises, and income.
- (g) Promote or manage other corporations of any type or kind; and participate with others in any corporation, partnership, limited partnership, joint venture, or other association of any kind, or in any transaction, undertaking, or arrangement that the Corporation would have power to conduct by itself, whether or not such participation involves sharing or delegating control with or to others.
- (h) The provisions of this Article will be construed both as purposes and powers and each as an independent purpose and power. The enumeration of specific purposes and power will not be held to limit or restrict in any manner the purposes and powers of the Corporation, and the purposes and powers specified, except when otherwise provided in this Article, will not be limited or restricted by reference to, or interference from the terms of any provision of this or any other article of these Articles of Incorporation; provided that the Corporation will not conduct any business, promote any purpose, or exercise any power or privilege within or without the Virgin Islands that, under its laws, the Corporation may not lawfully conduct, promote, or exercise.

ARTICLE III - EXISTENCE

The corporation shall have a perpetual existence.

ARTICLE IV - MINIMUM CAPITAL

The minimum amount of capital with which this corporation will commence business is One Thousand Dollars (\$1,000.00).

ARTICLE V - BOARD OF DIRECTORS

The number of directors constituting the Board of Directors shall be set forth in the By-Laws of the corporation shall not be less than three (3).

ARTICLE VI - CODE OF BY-LAWS

At the first meeting of the first elected Board of Directors or within a reasonable time thereafter, the Directors shall adopt a Code of By-Laws. The Board of Directors shall also propose a set of Rules and Regulations to govern the day to day activities of the organization. Said Rules and Regulations must be approved by the Shareholders.

ARTICLE VII - STOCK

A. This corporation shall be authorized to issue one class of stock, which shall be common shares. All common stock shall be voting stock.

B. This corporation is authorized to issue up to 1000 shares of common capital stock. All such shares shall have a par value of \$1.00 until and unless amended by the Board of Directors through a resolution.

C. Upon the passing of a resolution by the Board of Directors the corporation shall be authorized to repurchase its own stock. However, the corporation shall not pay a redemption price less than the actual book value of the stock.

D. Statement of Preemptive Rights. After the initial stock of this corporation's authorized shares have been issued, each holder of shares in this corporation shall have the first right to purchase shares (and securities convertible into shares) of this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total

number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within sixty days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

E. Prohibition of Issuance of Shares for Other Than Money.

Shares in this corporation shall not be issued for consideration other than money, property, or in payment of a debt of the corporation, without the unanimous consent of all the shareholders.

ARTICLE VIII - PRINCIPAL PLACE AND RESIDENT AGENT

The principal office of this corporation shall be located at Cyril E. King Airport, North Ramp, St. Thomas, Virgin Islands. The registered agent is D. Eric Williams, 1-59 Estate Wintberg, St. Thomas, Virgin Islands.

ARTICLE IX- AMENDMENTS

These Articles of Incorporation can be amended only upon a resolution of the Board of Directors and the ratification by two-thirds ($\frac{2}{3}$) of the majority of shareholders.

ARTICLE XI

The names and addresses of the persons forming the corporation are:

<u>Name</u>	<u>Address</u>
D. Eric Williams	1-59 Estate Wintberg (P.O Box 303416) St. Thomas, VI 00802
R. Pearlitha Williams	1-59 Estate Wintberg (P.O. Box 303416) St. Thomas, Virgin Islands 00802
Josephine E. Simmons	122 Strawberry Hill St. Croix, U.S.V.I. 00823.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the Territory of the Virgin Island, we, the undersigned, have personally executed these Articles of Incorporation on this 05th day of April, 2004.

D. Eric Williams
D. Eric Williams.

R. Pearlitha Williams
R. Pearlitha Williams

Josephine E. Simmons
Josephine E. Simmons

Sworn and Subscribed to before me
this 05th day of April 2004

Notary Public
017-04
February 26, 2008

