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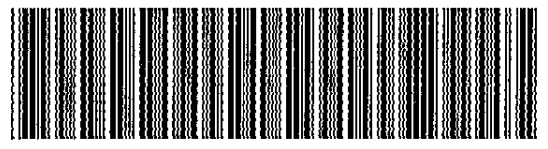
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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Law Office
of
G.W.S. SIMPSON III, P.A.

431 Canal Street, New Smyrna Beach, Florida 32168 (386) 427-2360

August 10, 2003

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Filing of Articles of Incorporation for:
Southwinds Aircraft Leasing, Inc.

Dear Sir or Madam:

Enclosed please find for filing the below listed documents along with the fees associated therewith:

CORPORATE FILING FEES:	\$	35.00
RESIDENT AGENT DESIGNATION FEE:		35.00
<hr/>		
TOTAL FEES:	\$	70.00 U.S.

Please file the enclosed articles and resident agent designation, and return a NON-certified copy to my office after filing the articles, along with your letter assigning the document number. Enclosed are copies of the Articles and Designation of Registered Agent for returning to me marked filed.

Please call immediately if there is any problem with this request.

Sincerely,

G. W. S. Simpson III

enclosures:

Original Articles of Incorporation for Southwinds Aircraft Leasing, Inc.

Copy of Articles

Check number 4833 in amount of \$70.00.

ARTICLES OF INCORPORATION

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 this corporation shall be **SOUTHWINDS AIRCRAFT LEASING, INC..**

ARTICLE II - PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation shall be:

404 United Drive, New Smyrna Beach, FL 32168

ARTICLE III - SHARES: The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of No Par Value voting common stock which shall be designated "Voting Common Stock".

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS: The name and Florida street address of the initial registered agent are: **Jeffrey A. Rahm, 404 United Drive, New Smyrna Beach, FL 32168**

ARTICLE V - INCORPORATORS: The name and address of the incorporator to these Articles of Incorporation is:

Jeffrey A. Rahm, 404 United Drive, New Smyrna Beach, FL 32168

ARTICLE VI-DIRECTORS: This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time as set forth in the By-laws. The name and address of the initial member of the Board of Directors is:

Jeffrey A. Rahm, 404 United Drive, New Smyrna Beach, FL 32168

ARTICLE VII - INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent allowed by law.

ARTICLE VIII - DURATION: This corporation shall have perpetual existence commencing on the date of filing of these articles.

ARTICLE IX - PRE-EMPTIVE RIGHTS: Every shareholder, upon the sale for cash or equivalent of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof even if it requires the issuance of fractional shares, at the price at which it is offered to others.

ARTICLE X - AMENDMENT: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Dated the 8 day of August, 2003.


Jeffrey A. Rahm

Having been named 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.

Dated the 8 day of August, 2003.


Jeffrey A. Rahm

Prepared by G.W.S. SIMPSON III, P.A.; FI Bar #0486345
431 Canal St., New Smyrna Beach, FL 32168
(386) 427-2360, fax (386) 423-5640

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