

LAW OFFICES
OF
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Via Federal Express

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-02/10/97-01069-010
***122.50 ***122.50

Secretary of State
Division of Corporations
400 East Gaines Street
Tallahassee, Florida 32301

Re: Ameriflight Management Services, Inc.

Dear Sir:

Enclosed for filing is the original Articles of Incorporation of Ameriflight Management Services, Inc. along with our check in the amount of \$122.50 representing payment of the following fees:

1. Filing Articles of Incorporation	\$ 35.00
2. Filing Registered Agent Certificate	35.00
3. Certified Articles of Incorporation	<u>52.50</u>
Total	<u>\$122.50</u>

For your convenience, we are enclosing a copy of the Articles you may use for certification. Please return the certified articles to the attention of the undersigned. Thank you for your attention to this matter.

Very truly yours,

LAWRENCE E. DOLAN, P.A.

Lawrence E. Dolan
LAWRENCE E. DOLAN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 FEB 10 PM 12:15
FILED

LED:ln
Enclosures
cc: Mr. John D. Kirchhoefer

[Handwritten signature]
2/13/97

ARTICLES OF INCORPORATION
OF
AMERIFLIGHT MANAGEMENT SERVICES, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 FEB 10 PM 12:15

FILED

ARTICLE I - NAME

The name of this Corporation is AMERIFLIGHT MANAGEMENT SERVICES, INC.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this Corporation shall be to have and to exercise all of the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue One Million (1,000,000) shares of One Cent (\$.01) par value, common stock, which shall be designated "common shares".

ARTICLE IV

This Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

John D. Kirchhoefer
600 Herndon Avenue
Orlando, Florida 32801

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT/INCORPORATOR

The street office of the initial registered and principal office of this Corporation is 600 Herndon Avenue, Orlando, Florida 32801, and the name of the initial registered agent of this Corporation at that address is John D. Kirchhoefer. The mailing address of the Corporation and its registered office is the same as above.

ARTICLE VI - BY-LAWS

The power to adopt, alter, amend or appeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

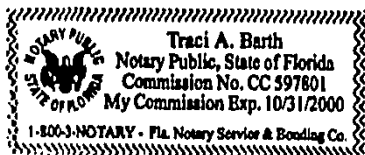
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6 day of February, 1997.

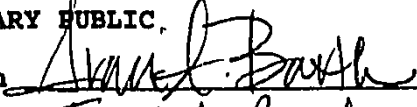


JOHN D. KIRCHHOEFER

STATE OF FLORIDA)
COUNTY OF ORANGE) SS:

6th The foregoing instrument was acknowledged before me this 6th day of February, 1997, by JOHN D. KIRCHHOEFER, who is personally known to me or who has produced _____ as identification and who did take an oath.



NOTARY PUBLIC,
sign 
print Traci A Barth

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT AMERIFLIGHT MANAGEMENT SERVICES, INC. DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF ORLANDO, STATE OF
FLORIDA, HAS NAMED JOHN D. KIRCHHOEFER, LOCATED AT 600 HERNDON
AVENUE, CITY OF ORLANDO, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


JOHN D. KIRCHHOEFER

TITLE: PRESIDENT

DATE: FEBRUARY 6, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE


JOHN D. KIRCHHOEFER

DATE:

FEBRUARY 6, 1997

SECRETARY OF STATE
TALLAHASSEE FLORIDA
97 FEB 10 PM 12:15

FILED