



THE UNITED STATES
CORPORATION
COMPANY

P97000056777

ACCOUNT NO. : 072100000032

REFERENCE : 444802 4323655

AUTHORIZATION *Patricia Pujols*

COST LIMIT : \$ 78.75

ORDER DATE : June 27, 1997

ORDER TIME : 9:30 AM

ORDER NO. : 444802-005

CUSTOMER NO: 4323655

CUSTOMER: Katherine Russell, Legal Asst
ANNIS MITCHELL COCKEY EDWARDS
& ROEHN, P.A.
Suite 2100
One Tampa City Center
Tampa, FL 33602

700002224617--0

DOMESTIC FILING

NAME: FLORIDA GULF COAST AIR, 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: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 JUN 27 PM 12:05
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN 27 AM 10:38
DIVISION OF CORPORATION

5

84 JUN 27 1997

ARTICLES OF INCORPORATION
OF
FLORIDA GULF COAST AIR, INC.

FILED

97 JUN 27 PM 12:05

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I
Name and Address

The name of this Corporation is: FLORIDA GULF COAST AIR, INC.
The street and mailing address of the Corporation is 1401 Manatee Avenue West, Suite 800, Bradenton, Florida 34205.

ARTICLE II
Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III
Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
Powers

This Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as this Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of this Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of this Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V Capital Stock

This Corporation is authorized to issue 1,000,000 shares of \$.01 par value common stock, which shall be designated Common Shares.

ARTICLE VI Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1401 Manatee Avenue West, Suite 800, Bradenton, Florida 34205, and the name of its initial registered agent at such address is John T. McMahon.

ARTICLE VII Initial Board of Directors

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Murray J. Klauber	1620 Gulf of Mexico Drive Longboat Key, Florida 34228
Morton E. Wolverton	234 Ketch Lane Longboat Key, Florida 34228
Robert G. Roskamp	1401 Manatee Avenue West Suite 800 Bradenton, Florida 34205

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
John T. McMahon	1401 Manatee Avenue West Suite 800 Bradenton, Florida 34205

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 24 day of June, 1997.


John T. McMahon

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, 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.


John T. McMahon

FILED
JUN 27 PM 12:05
CLERK OF STATE
TALLAHASSEE, FLORIDA

Dated: June 24, 1997

3381-008-0425387.01