

Law Offices Of
R. PATRICK PHILLIPS

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R. PATRICK PHILLIPS
Board Certified
Aviation Law Attorney

200 N. THORNTON AVENUE
ORLANDO, FL 32801-2164

P98000079123

September 4, 1998

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32301

Re: AIR HOLIDAY FLYING CLUB, INC.

Dear Madam/Sir:

Enclosed herewith please find the following relative to the filing of the above-referenced corporation:

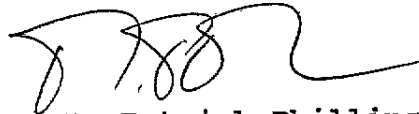
1. Original and one copy of Articles of Incorporation
2. Check in the sum of \$122.50, to cover the following:

A. Filing Fees	35.00
B. Certified Copy	52.50
C. Registered Agent Designation	35.00
	<u>\$122.50</u>

Thank you for your help in this matter.

900002634239-5
-09/08/98-01132-010
****122.50 ****122.50

Very truly yours,



R. Patrick Phillips

RPP\dwn
Enclosure

Dmc
9-14-98

FILED
98 SEP -8 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AIR HOLIDAY FLYING CLUB, INC.

FILED
98 SEP -8 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - AIR HOLIDAY FLYING CLUB, INC.

The name of this corporation is AIR HOLIDAY FLYING CLUB,
INC.

ARTICLE II - PURPOSES

This corporation is organized for the purpose of transacting any or all lawful business pursuant to the provisions of Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 7,000 shares all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV - PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 750 Clifford Drive, Orlando, Florida 32804. The mailing address of the corporation is the same.

ARTICLE V - DURATION

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 200 North Thornton Avenue, Orlando, Florida 32801 and the name of its initial registered agent at such address is R. Patrick Phillips, Esquire.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ten Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and address of the initial Directors of this corporation are:

James H. Boyer
750 Clifford Drive
Orlando, FL 32804

Harold G. Swallow
2999 Eglinton Drive
Orlando, FL 32806-3366

Marlene K. Lambiaso
1734 Seneca Boulevard
Winter Springs, FL 32708

Charles Read
1005 Temple Grove
Winter Park, FL 32789

Daniel M. Wyckoff
309 Robin Hill Drive
Altamonte Springs, FL 32701

Woodrow P. Merrill
1218 Sharowood Drive
Orlando, FL 32806

William H. Black
1615 Algonquin Trail
Maitland, FL 32751

Robert H. Coles
1734 Rose Garden Lane
Orlando, FL 32825

Fred Golding
107 Celia Lane
Orlando, FL 32803

Joseph A. Simonds
649 Balmoral Road
Winter Park, FL 32789

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these ARTICLES OF INCORPORATION is:

James H. Boyer
750 Clifford Drive
Orlando, FL 32804

IN WITNESS WHEREOF, the undersigned subscriber has executed these ARTICLES OF INCORPORATION this 4th day of September, 1998.



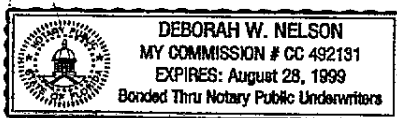
JAMES H. BOYER


STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally known to me appeared JAMES H. BOYER, known by me to be the person who executed the foregoing ARTICLES OF INCORPORATION, and who acknowledged before me that he executed those ARTICLES OF INCORPORATION.

THE FOREGOING INSTRUMENT was acknowledged before me this 4th day of September, 1998, by JAMES H. BOYER, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of September, 1998.





DEBORAH W. NELSON
Notary Public-State of Florida

FILED

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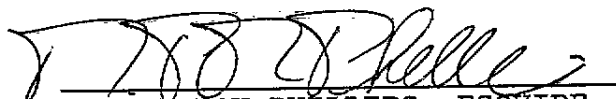
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That AIR HOLIDAY FLYING CLUB, INC. desiring to organize under the laws of the State of Florida, with its principal offices located at 750 Clifford Drive, Orlando, Florida 32804 has named R. PATRICK PHILLIPS, ESQUIRE of 200 North Thornton Avenue, Orlando, Florida 32801 as its agent to accept service of process within this State.

SECOND: Having been named as registered agent and 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.


R. PATRICK PHILLIPS, ESQUIRE