



THE UNITED STATES CORPORATION COMPANY

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 298497 7188260

AUTHORIZATION :

COST LIMIT : PPD

ORDER DATE : July 7, 1999

ORDER TIME : 10:49 AM

ORDER NO. : 298497-005

CUSTOMER NO: 7188260

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*****78.75 *****78.75

CUSTOMER: Allison Edwards, Esq
PANZA, MAURER, MAYNARD &
PANZA, MAURER, MAYNARD &
Third Floor, Nationsbank Bldg.
3600 North Federal Highway
Fort Lauderdale, FL 33308

DOMESTIC FILING

NAME: ATLANTIC COAST HELICOPTERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

PH 7/7/99 ✓

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ATLANTIC COAST HELICOPTERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation shall be: ATLANTIC COAST HELICOPTERS, INC.

The principal address is: 2790 North Federal Highway, Boca Raton, Florida 33431.

ARTICLE II
PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock, par value shall be \$.001 per share.

The common stock of the corporation shall have the following characteristics:

- (a) At all meetings of the stockholders, the voting common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a voting common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (b) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding voting common stock.

ARTICLE IV
TERMINATION OF EXISTENCE

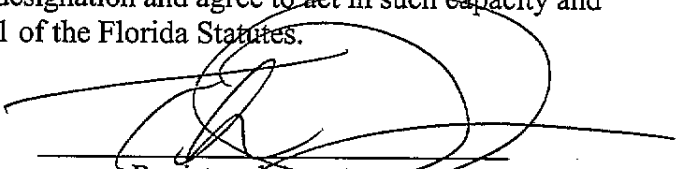
This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is Thomas F. Panza, 3600 North Federal Highway, Third Floor, Fort Lauderdale, Florida 33308. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 617.0501 of the Florida Statutes.



Registered Agent
Thomas F. Panza


STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 6th day of July, 1999, by Thomas F. Panza, who is personally known to me.

My Commission Expires: 10/7/02



Notary Public

 Tiffany I Zerof
My Commission CC781423
Expires October 7, 2002

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TALLAHASSEE, FLORIDA