

ACCOUNT NO. :

072100000032

SECRETARY OF STATE TALLAHASSEE, FLORIDA

REFERENCE :

298497

7188260

AUTHORIZATION :

COST LIMIT :

ORDER DATE: July 7, 1999

ORDER TIME: 10:49 AM

ORDER NO.

: 298497-005

800002924958--0

-07/07/99--01041--008

CUSTOMER NO: 7188260

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Allison Edwards, Esq CUSTOMER:

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:

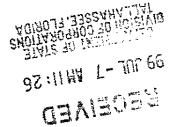
XX CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:



### ARTICLES OF INCORPORATION

FILED 99 JUL -7 PM 1: 12

**OF** 

SECRETARY OF STATE TALLAHASSEE, FLORIDA

### ATLANTIC COAST HELICOPTERS, INC.

### 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.

### ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time in accordance with the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation are:

Guy B. Snowden

10613 Charleston Drive Vero Beach, FL 32963

#### ARTICLE VII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of holders of a majority of the shares of voting common stock shall be required for any amendment or repeal.

# ARTICLE VIII CLASS VOTE

Any merger, reorganization, consolidation, recapitalization or dissolution of the Corporation shall require the approval of holders of a majority of the shares of voting common stock.

# ARTICLE IX INCORPORATOR

The name and street address of the person signing these Articles is Thomas F. Panza, 3600 North Federal Highway, Third Floor, Fort Lauderdale, Florida 33308.

IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation this 6th day of July, 1999.

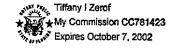
Initial Subscriber and Incorporator Thomas F. Panza

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 Public



### 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.

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

My Commission CC781423 Expires October 7, 2002

F:\CLIENT\00354\9913281\ARTICLES.INC