

P 960000008614

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Mailer No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Sun West Aviation
Inc.

96 JAN 29 AM 9:18
 O.C. PRE. DISBURSED

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Capital Express™
☒ Art. of Inc. File _____
 Corp. Record Search _____
 Ltd. Partnership File _____
 Foreign Corp. File _____
☒ () Cert. Copy(s) _____

EFFECTIVE DATE

1-23-96

Art. of Amend. File _____
 Dissolution/Withdrawal _____
 O U S _____
 Fictitious Name File _____

Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____

Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s _____ Copies _____

Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____ pgs. _____

SUBTOTALS _____

RECEIVED
 96 JAN 29 AM 9:45
 DIVISION OF REGISTRATION

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____
 BY jen _____ CK No. _____

WALK-IN 1/29/96 12:00
 Will Pick Up _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum.

THANK YOU
 from
 Your Capital Connection

PH 1/29/96

Don't forget to pay the state fee
1/29/96
OK

ARTICLES OF INCORPORATION

OF

Sun West Aviation, Inc.

FILED

96 JAN 20 AM 9:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Mailing Address

The name of this corporation shall be:

Sun West Aviation, Inc.

The address of the principal office and the mailing address of this corporation is:

46 Kipling Plaza
Clearwater, Florida 34630

ARTICLE II

Existence of Corporation

This corporation shall begin existence on January 23, 1996, and shall have perpetual existence.

ARTICLE III

Purposes

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

Powers

The corporation shall have all such powers as may be necessary or desirable to carry out the business of the Corporation, including, but not limited to all those powers enumerated by §607.0302, Florida Statutes (1993), as may be amended from time-to-time.

ARTICLE V

Capital Stock

(a) The corporation shall have a single class of common stock, all having the same rights and privileges.

(b) The total number of shares of stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, by promissory note, in property, in labor or services actually performed for the Corporation or promised to be performed as evidenced by a written contract, valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(c) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(d) There shall be no preemptive rights granted to the holders of any stock in the corporation.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is:

46 Kipling Plaza
Clearwater, Florida 34630

and the name of the corporation's initial registered agent at such address is:

Kristian T. Nielsen

The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes (1993), as may be amended from time-to-time.

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be three (3), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
Gregory G. Soulliere	1963 Cobblestone Way Clearwater, FL 34620
Kristian T. Nielsen	46 Kipling Plaza Clearwater, FL 34630
David E. Hardenbrook	6666 - 56th Avenue North St. Petersburg, FL 33709

The number of directors constituting any subsequent Board of Directors shall be determined in accordance with the Bylaws of the

corporation and without amendment to these Articles of Incorporation.

ARTICLE VIII

Incorporators

The name and address of each incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Kristian T. Nielsen	46 Kipling Plaza Clearwater, FL 34630

ARTICLE IX

Indemnification

The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by Section 607.0850, Florida Statutes (1993), as amended from time-to-time.

ARTICLE X

CONTROL SHARE ACQUISITIONS

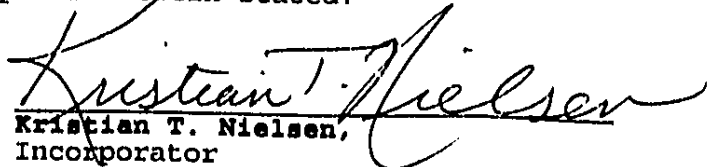
The corporation does hereby elect, pursuant to Subsection 607.0902(s), Florida Statutes (1993), to exempt itself from the provisions pertaining to control share acquisitions as contained in Sections 607.0902, 607.1301, 607.1302, and 607.1320, Florida Statutes (1993).

ARTICLE XI

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.


Kristian T. Nielsen,
Incorporator

Acceptance of Registered Agent

FILED

Having been named to accept service of process for the above-
named corporation at a place designated in these Articles of
Incorporation, I hereby accept to act in this capacity, and agree
to comply with the provisions of Section 607.0505, Florida Statutes
(1993).

DATED this 23rd day of January, 1996.

Kristian T. Nielsen
Kristian T. Nielsen,
Registered Agent

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, on this 23rd day of
January, 1996, personally appeared Kristian T. Nielsen, to me well
known to be the person described in and who signed the foregoing
Articles of Incorporation and Acceptance of Registered Agent, and
acknowledged to me that he executed the same freely and voluntarily
for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Denis A. Cohrs
Name: Denis A. Cohrs
Notary Public for State of Florida
(SEAL)
Personally Known ID Produced
My Commission Expires:



DENIS A. COHRS
MY COMMISSION # CC331055 EXPIRES
December 3, 1997
BONDED THRU TROY FAIR INSURANCE, INC.