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TRANSMISSION LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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SUBJECT: Phoenix Global Aviation Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

R. Evan Smith
(Name of Person)

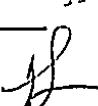
Phoenix Global Aviation Corporation
(Firm/Company)

25 Second Street N., Suite 440
(Address)

St. Petersburg, FL 33701
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Should you need to call someone concerning this matter, please call:

R. Evan Smith
(Name of Person) at (813) 823-1614
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Phoenix Global Aviation Corporation

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or
words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a
natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated) 3. 13-3689794

(FBI number, if applicable)

4. October 23, 1992

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or
"perpetual")

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SECRET
ALLAHABAD, ILLINOIS
FLORIDA

6. March 1, 1996

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155))

7. 25 Second Street N., Suite 440

St. Petersburg, FL 33701

(Current mailing address)

8. Any Lawful Act or activity for which corporation may be organized.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT

acceptable)

Name: R. Evan Smith

Office Address: 25 Second St., N. Wuite 440

St. Petersburg

, Florida, 33701

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this application, 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 relative 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. Evan Smith
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to
delivery of this application to the Department of State, by the Secretary of State or other
official having custody of corporate records in the jurisdiction under the law of which it is
incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O . Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: R. Evan Smith _____

Address: 25 Second Street N., Suite 440
St. Petersburg, FL 33701

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: R. Evan Smith

Address: 25 Second Street N., Suite 440
St. Petersburg, FL 33701

Vice President: _____

Address: _____

Secretary: Linda M. Smith

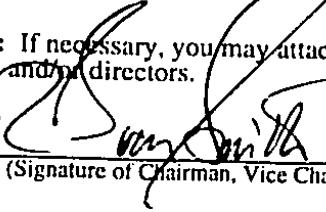
Address: 25 Second Street N., Suite 440
St. Petersburg, FL 33701

Treasurer: R. Evan Smith

Address: 25 Second Street N., Suite 440
St. Petersburg, FL 33701

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SECURE MR. CH. ST. L.
ALLAH. S. STE. FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. R. Evan Smith, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHOENIX GLOBAL AVIATION CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF MARCH, A.D. 1996.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 7888333
DATE: 03-29-96

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