



THE UNITED STATES
CORPORATION
COMPANY

L00000001335

ACCOUNT NO. : 072100000032

REFERENCE : 576849 81034A

AUTHORIZATION :

Patricia Pruitt

COST LIMIT : \$ 155.00

ORDER DATE : February 4, 2000

ORDER TIME : 2:22 PM

ORDER NO. : 576849-005

CUSTOMER NO: 81034A

200003124882--4

CUSTOMER: Michael W. Mead, Esq
MICHAEL WM. MEAD, ESQ
MICHAEL WM. MEAD, ESQ
P. O. Drawer 1329

Fort Walton Bea, FL 32549-1329

DOMESTIC FILING

NAME: JET-A-WAY, L.L.C.

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: Jeanine Reynolds

EXAMINER'S INITIALS:

JB
2-4-00

RECEIVED
00 FEB -4 PM 3:59
TALLAHASSEE, FLORIDA

RECEIVED
00 FEB -4 PM 3:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JET-A-WAY, L.L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

Name

The name of the limited liability company shall be JET-A-WAY, L.L.C., and its principal place of business shall be 10 Racetrack Road NW, in the City of Fort Walton Beach, County of Okaloosa, State of Florida 32547, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

Purposes and Powers

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all

things herein set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes,

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or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

Profits and Losses

(A) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to

an equal distributive share of the profits specified as follows:

<u>CONTRIBUTIONS</u>		<u>MEMBER</u>	<u>PERCENTAGE</u>
<u>CASH</u>	<u>SERVICES</u>		
\$ 156,506.85	NONE	CRAIG J. KRUSE	50%
\$ 78,253.43	NONE	FREDRICK, SCOTT MEYER	25%
\$ 78,253.43	NONE	GERALD E. SENNER	25%

The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of the limited liability company or periodically as determined by the managing member CRAIG J. KRUSE.

(B) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

(C) The maximum capital required by any of the members is limited to that sum of money set forth in Paragraph "A" above. No additional contribution of cash or services is required.

(D) The members agree at the present time that no addition contributions will be made by all members.

(E) There is no right to have additional members admitted.

(F) In the event of death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company the remaining members shall be allowed to continue the business of the limited liability company.

ARTICLE V

Limited Liability Company Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company subject, however, to the provisions of Article VIII. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE VI

Duration

This limited liability company shall exist in perpetuity, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII

Principal Place of Business And Mailing Address

The principal office of this limited liability company shall be located at 10 Racetrack Road N.W., in the City of Fort Walton Beach, County of Okaloosa, State of Florida 32547, and the mailing address is 10 Racetrack Road N.W., Fort Walton Beach, Florida 32547.

ARTICLE VIII

Management

Management of this limited liability company is reserved unto the following member which shall have exclusive control over the conduct and affairs of this limited liability company:

CRAIG J. KRUSE
10 Racetrack Road N.W.
Fort Walton Beach, Florida 32547

MICHAEL WM MEAD
ATTORNEY AT LAW
24 WALTER MARTIN ROAD
P. O. DRAWER 1329
FORT WALTON BEACH,
FLORIDA 32549-1329

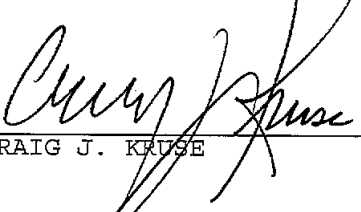
ARTICLE IX

Initial Registered Office and
Registered Agent


The address of the initial principal office of the limited liability company is 10 Racetrack Road N.W., City of Fort Walton Beach, County of Okaloosa, State of Florida 32547, and the name of its initial registered agent at such address is CRAIG J. KRUSE.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of JET-A-WAY, L.L.C.

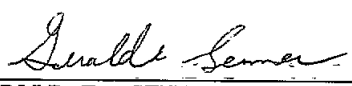
EXECUTED BY THE UNDERSIGNED ON THE DATE INDICATED.


CRAIG J. KRUSE

11/15/99
Date signed


FREDRICK SCOTT MEYER

11/15/99
Date signed

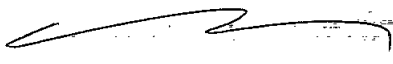

GERALD F. SENNER

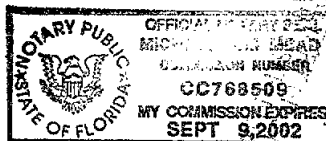
11/15/99
Date signed

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 15th day of November, 1999, by CRAIG J. KRUSE,

XX who is personally known to me, or
who has produced
as identification.


Notary Public
My Commission Expires



STATE OF FLORIDA
DEPARTMENT OF STATE

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

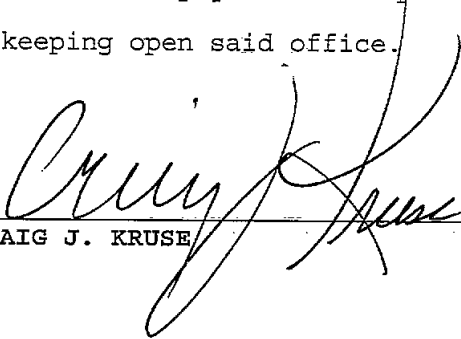
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST:

JET-A-WAY, L.L.C., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 10 Racetrack Road N.W., Fort Walton Beach, Florida 32547, has named, CRAIG J. KRUSE, located at 10 Racetrack Road N.W., Fort Walton Beach, Okaloosa County, Florida 32547, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



CRAIG J. KRUSE

(corporations jet-a-way, l.l.c. registered agent - mw)

00 FEB -1 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 15th day of November, 1999, by FREDRICK SCOTT MEYER,

✓ who is personally known to me, or
____ who has produced
____ as identification.

Bett A. Carlino
Notary Public
My Commission Expires: _____

BETTINA A. CARLINO
Notary Public - State of Florida
My Commission Expires Jun 16, 2000
Commission # CC561605

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 15th day of November, 1999, by GERALD F. SENNER,

✓ who is personally known to me, or
____ who has produced
____ as identification.

Bett A. Carlino
Notary Public
My Commission Expires: _____

BETTINA A. CARLINO
Notary Public - State of Florida
My Commission Expires Jun 16, 2000
Commission # CC561605

(corporations jet-a-way, l.l.c. - mw)

00 FEB 1999
FILED
SECRETARY OF STATE
PALM BEACH, FLORIDA

MICHAEL WM MEAD
ATTORNEY AT LAW
24 WALTER MARTIN ROAD
P. O. DRAWER 1329
FORT WALTON BEACH,
FLORIDA 32549-1329