

1200 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9071
904-222-0393 FAX

800-342-8086



L950000000404

ACCOUNT NO. : 072100000032

REFERENCE : 590143 126149A

AUTHORIZATION :

COST LIMIT : * PPD TO ATTACHED

ORDER DATE : May 12, 1995

ORDER TIME : 10:27 AM

ORDER NO. : 590143

CUSTOMER NO: 126149A

CUSTOMER: Mr. Brett S. Turner
BROOKWOOD PROPERTIES, INC.

Suite 160
4215 Southpoint Boulevard
Jacksonville, FL 32216

200001486202
-05/12/95--01080--024
****122.50 ****122.50

700001502557
-05/31/95--01107--016
****162.50 ****162.50

DOMESTIC FILING

NAME: EAGLE FLIGHT, L.C.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CAROL HENSAL

EXAMINER'S INITIALS:

MAY 25 1995 BSB

RECEIVED
FILED
MAY 15 AM 10:09S MAY 25 AM 10:32
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1201 BAYS STREET
FALLACASSETT, FL 32109
904-222-9070
904-222-0193 FAX

800-342-8086



RECEIVED
95 MAY 12 AM 11:17
DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032

REFERENCE : 590143 126149A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : May 12, 1995

ORDER TIME : 10:27 AM

ORDER NO. : 590143

CUSTOMER NO: 126149A

CUSTOMER: Mr. Brett S. Turner
BROOKWOOD PROPERTIES, INC.

Suite 160
4215 Southpoint Boulevard
Jacksonville, FL 32216

20000014852012
-05/12/95--01000--024
***122.50 ***122.50

DOMESTIC FILING

NAME: EAGLE FLIGHT, L.C.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: _____

W95-10214

FILED

95 MAY 25 AM 10:32

ARTICLES OF INCORPORATION
OF
EAGLE FLIGHT, L. C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned 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 serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Eagle Flight, L. C., and its principal office shall be located at 4215 Southpoint Boulevard, Suite 160, City of Jacksonville, County of Duval, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, 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 set forth in these Articles 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 liability 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 these 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 any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, 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 in these Articles and 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do 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, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, 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.

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 contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF 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. 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 IV

MANAGEMENT

Management of this limited liability company is reserved to its members, the names and addresses of which are as follows:

Brookwood Properties, Inc., 4215 Southpoint Boulevard, Suite 160, Jacksonville, Florida 32216;

Joe Albert Donnington, 8740 Hampshire Glen Drive South, Jacksonville, Florida 32256.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$125,000.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. 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. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being May 12, 1995.

(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, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII

DURATION

This limited liability company shall exist until May 12, 2010, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 4215 Southpoint Boulevard, Suite 160, City of Jacksonville, County of Duval, State of Florida and the name of the company's initial registered agent at that address is Brett S. Turner.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Incorporation of Eagle Flight, L. C.

Executed by the undersigned at City of Jacksonville, County of Duval, State of Florida on May //, 1995.

BROOKWOOD PROPERTIES, INC.

WITNESS: Gwenn M. Wassner BY: Brett S. Turner
Brett S. Turner, Vice President

WITNESS: Myron C. G.

WITNESS: Barbara S. Rutler Joe Albert Dennington
Joe Albert Dennington

WITNESS: Myron C. G.

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 11th
day of May, 1995, by Brett S. Turner, Vice President, Brookwood
Properties, Inc., who is personally known to me or has produced
_____ as identification.

Gwenn M. Wisner
Notary Public, State and County
Aforesaid (Signature)

GWENN M. WISNER
Name of Notary Public
(Typed Printed or Stamped)
My Commission Expires: NOV. 15, 1998



GWENN M WISNER
My Commission CC420009
Expires Nov. 15, 1998
Bonded by FIA
800-422-1555

State of Florida
County of Duval

In Compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of Eagle Flight, L. C. deposes and says:

1. The limited liability company identified above has at least two members.

2. The total amount of cash contributed by the members is \$125,000.00.

3. If any, the agreed value of property other than cash contributed by the members is \$0.00.

4. The total amount of cash or property anticipated to be contributed by the members is \$125,000.00. This total includes the amounts from 2 and 3 above.

BROOKWOOD PROPERTIES, INC.

BY: *Brett S. Turner*

Brett S. Turner, Vice President

The foregoing instrument was acknowledged before me this 11th day of May, 1995, by Brett S. Turner, Vice President, Brookwood Properties, Inc., on behalf of Eagle Flight, L. C., a limited liability company. He is personally known to me or has produced as identification.

Gwenn M. Wisner
Notary Public, State and County
Aforesaid (Signature)

GWENN M. WISNER
Name of Notary Public
(Typed, Printed or Stamped)
My Commission Expires: NOV. 15, 1998



GWENN M. WISNER
My Commission GC420809
Expires Nov. 15, 1998
Bonded by HAI
800-422-1555

FILED

05 MAY 25 AM 10:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida
County of Duval

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Eagle Flight, L.C.

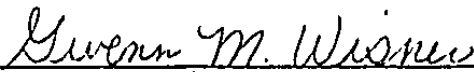
The name of the registered agent for Eagle Flight, L.C. is Brett S. Turner and the street address of the company's principal office where the agent is located is 4215 Southpoint Boulevard, Suite 160, Jacksonville, Florida 32216.

This statement is to acknowledge that, as indicated above, Eagle Flight, L.C. has appointed me, Brett S. Turner, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated May 11, 1995.


Brett S. Turner Registered Agent

The foregoing instrument was acknowledged before me this 11th day of May, 1995 by Brett S. Turner, agent on behalf of Eagle Flight, L.C. He is personally known to me or has produced _____ as identification.


Notary Public, State and County
Aforesaid (Signature)

GWENN M. WISNER
Name of Notary Public
(Typed, Printed or Stamped)
My Commission Expires: NOV. 15, 1998



FILE NOW: Fee after May 1, will be \$263.75

L95000000404
LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FILED
96 FEB 28 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE \$238.75
Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company
DOCUMENT #L95000000404

EAGLE FLIGHT, L. C.
4215-SOUTHPOINT-BLVD
SUITE-160--
JACKSONVILLE

1a. Principal Place of Business Address
4215-SOUTHPOINT-BLVD
SUITE-160--
JACKSONVILLE

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business 6320 ST. Augustine Rd. Suite, Apt. #, etc. Suite 2 City & State Jacksonville, FL Zip 32217	2a. Mailing Address 6320 St. Augustine Rd. Suite, Apt. #, etc. Suite 2 City & State Jacksonville, FL Zip 32217	3. Date Organized or Qualified 05/25/1995	3a. State of Formation FL
		4. FEI Number 59-3319023	<input type="checkbox"/> Apply For <input type="checkbox"/> Not Applicable
		5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> Additional Fee Required

7. Name and Address of Current Registered Agent

TURNER, BRETT S
4215 SOUTHPOINT BLVD
SUITE 160
JACKSONVILLE

8. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number is Not Acceptable)
6320 ST. Augustine Rd.
Suite, Apt. #, etc.
Suite 2
City
Jacksonville FL
Zip Code
32217

9. Pursuant to the provisions of Sections 608.410 and 608.608, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (If Not, Registered Agent signature required when resigning)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	BROOKWOOD PROPERTIES,	4215 SOUTHPOINT BLVD SUITE	JACKSONVILLE FL
MEM	DENNINGTON, JOE A	8740 HAMPSHIRE GLEN DR S	JACKSONVILLE FL

8000001728078
-03/01/96--01038--006
****238.75 ****238.75

2/29/96 [Signature]

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: [Signature] Brett S. Turner 2/13/96 (904) 448-2846