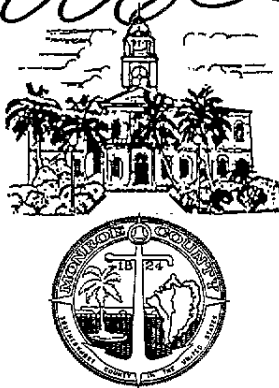


N97000006553
COUNTY of MONROE
KEY WEST FLORIDA 33040
(305) 294-4641



BOARD OF COUNTY COMMISSIONERS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 18 PM 4:15

Novmeber 17, 1997

Via Federal Express

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

**Re: Articles of Incorporation
Marathon FBO, Inc.**

700002350517--8
-11/18/97--01055--008
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Marathon FBO, Inc. to be filed in the records of the Division of Corporations. Also enclosed please find a check made payable to the Department of State in the amount of \$70.00 for the applicable filing fee.

Finally, I enclose an addressed Federal Express envelope for your convenience in returning the receipt for filing to me. Please contact me at (305) 296-5676 if you should have any questions regarding this request. I appreciate your assistance with this matter.

Sincerely,

James T. Hendrick



D. BROWN NOV 20 1997

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
of
MARATHON FBO, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME: The name of this not for profit corporation shall be **MARATHON FBO, INC.**

ARTICLE II

PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation shall be:

Flight Department
Marathon Airport
9850 Overseas Highway
Marathon, Florida 33050

ARTICLE III

PURPOSE: The specific purposes for which the corporation is organized are exclusively to hold county aviation facilities at Marathon Airport and to operate same on behalf of, and under agreement with, Monroe County, all within the meaning of section 501(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS: The manner in which the directors are elected or appointed is: The directors shall be appointed by the Monroe County Board of County Commissioners. The original directors has been appointed by the County Commissioners at its Nov. '97 meeting and subsequent directors will be appointed anually.

ARTICLE V

INITIAL REGISTERED AGENT AND STREET ADDRESS: The name and Florida street address of the initial registered agent are:

James T. Hendrick
County Attorney
310 Fleming Street
Key West, Florida 33040

ARTICLE VI

INCORPORATOR: The name and address of the Incorporator to the Articles of Incorporation are:

James T. Hendrick
County Attorney
310 Fleming Street
Key West, Florida 33040

ARTICLE VII

DIRECTORS: This corporation shall have not less than three (3) nor more than seven (7) directors. The initial directors, who shall serve until the successor director or directors are appointed, are:

NAME	ADDRESS
Benjamin Roche, C.P.A.	5701 Overseas Highway Marathon, Florida 33050

Rita Seaver

c/o Flight Department
Marathon Airport
9850 Overseas Highway
Marathon, Florida 33050

Edward R. Sands

c/o Flight Department
Marathon Airport
9850 Overseas Highway
Marathon, Florida 33050

ARTICLE VIII

EFFECTIVE DATE: Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

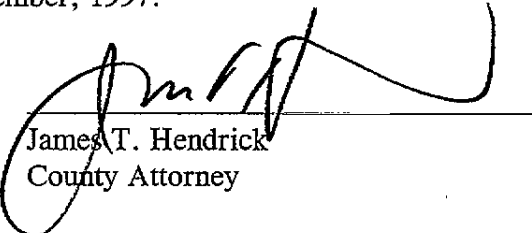
ARTICLE IX

SUCCESSOR NOT FOR PROFIT ENTITY: In the event of dissolution of this not for profit corporation, the residual assets of the organization will be turned over to MONROE COUNTY, a political subdivision of the State of Florida, for a public purpose.

ARTICLE X

AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed to these Articles of Incorporation, this 17th day of November, 1997.


James T. Hendrick
County Attorney

STATE OF FLORIDA)

)

COUNTY OF MONROE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 18 PM 4:15

The foregoing instrument was acknowledged before me this 17th day of November, 1997,
by James T. Hendrick as County Attorney of Monroe County, Florida, who is personally known-
to me OR who produced _____ as identification.

My Commission Expires:

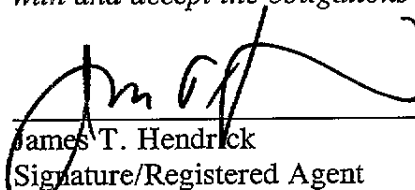

NOTARY PUBLIC - State of Florida



Penelope R. Rice
MY COMMISSION # GC568955 EXPIRES
August 22, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Penelope R. Rice
Print Name

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 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.


James T. Hendrick
Signature/Registered Agent

11-17-97
Date