

TRANSMITTAL LETTER

P0000000/612

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300003084663--5
-12/30/99--01065--014
*****70.00 *****70.00

EFFECTIVE DATE
12-28-99

SUBJECT: World Flight Services, Inc.
(Proposed corporate name - must include suffix)

99 DEC 30 AM 11:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FL 32314

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Michael L. Holtzapple
Name (Printed or typed)

2909 Bay to Bay Blvd., Suite 109
Address

Tampa, FL 33629
City, State & Zip

813 839-1677
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

EFFECTIVE DATE

12-28-99

ARTICLES OF INCORPORATION

OF

World Flight Service, Inc.

FILED
99 DEC 30 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, by the execution of these Articles of Incorporation, does hereby form a corporation (this "Corporation") under and accepts all the rights, privileges, benefits and obligations conferred and imposed by the Florida Business Corporation Act, and does hereby adopt these Article of Incorporation of and for this Corporation in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

World Flight Services, Inc.

ARTICLE II

The principal place of business and mailing address of this Corporation as of the time of execution of these Articles of Incorporation is:

2909 Bay to Bay Blvd.
Suite 109
Tampa, FL 33629

ARTICLE III

The Corporation is authorized to issue one million (1,000,000) shares, which shares shall be of a single class of common stock and shall have a par value of one cent (\$.01) per share.

ARTICLE IV

The existence of this Corporation shall commence on the date these Articles of Incorporation are executed by the incorporator of this Corporation, if these Aritcles of Incorporation are filed by the Department of State of the State of Florida within five (5) business days after such execution. If filed after such five (5) days, the existence of this Corporation shall commence upon the filing of these Articles by the Department of State of the State of Florida.

ARTICLE V

The name and address of the Corporation's initial registered agent are:

Michael L. Holtzapple
3802 Carrollwood Place Circle, #110
Tampa, FL 33624

ARTICLE VI

The name and address of the incorporator of this Corporation are:

Michael L. Holtzapple
3802 Carrollwood Place Circle, #110
Tampa, FL 33624

ARTICLE VII

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The initial Board of Directors shall consist of two members, the names and addresses of each are:

<u>Name</u>	<u>Address</u>
Michael L. Holtzapple	3802 Carrollwood Place Circle #110 Tampa, FL 33624
Brian M. Lee	27130 Sea Breeze Way Wesley Chapel, FL 33543

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.



Michael L. Holtzapple, Incorporator

December 28, 1999
Date

WORLD FLIGHT SERVICES, INC.
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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.

Michael L. Holtzapple
Michael L. Holtzapple, Registered Agent

December 28, 1999
Date

FILED
99 DEC 30 AM 11:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA