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JEFFREY R. LUDWIG

PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELOR AT LAW

PLEASE REPLY TO:
POST OFFICE BOX 550700
JACKSONVILLE, FLORIDA 32255-0700
TELEFAX: 904-296-0384

March 28, 2000

SUITE 200 SOUTHPOINT BUILDING
6620 SOUTHPOINT DRIVE, SOUTH
JACKSONVILLE, FLORIDA 32216
TELEPHONE: 904-281-0145

Florida Department of State
Corporate Division
409 East Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

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-03/30/00--01063--003
*****78.75 *****78.75

Re: ARPEN AVIATION MANAGEMENT, INC.

Dear Sir or Madam:

Enclosed are an original and two copies of Articles of Incorporation and Registered Agent Designation for the above-named corporation. Please file the original and return a certified copy to the undersigned. Also enclosed is a check in the amount of \$78.75 for this service. Your prompt attention to this matter is greatly appreciated.

Very truly yours,

Kendra L. Bunn

Kendra L. Bunn
Office Administrator

/kb
Enclosures

cc: Allen Arpen / Arpen Aviation

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00 MAR 30 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
FOR
ARPEN AVIATION MANAGEMENT, INC.**

ARTICLE I. NAME AND ADDRESS

The name of the corporation is:

ARPEN AVIATION MANAGEMENT, INC.

The mailing address of the corporation is:

8982 Diamond C. Lane
Jacksonville, Florida 32219

ARTICLE II. COMMENCEMENT

Corporate existence shall commence upon the date of acknowledgment and subscription, which is the date the Incorporator has executed these Articles; provided, however, that if these Articles are not filed within five (5) business days with the Florida Secretary of State, corporate existence shall commence upon filing with the Secretary of State.

ARTICLE III. BUSINESS

The general nature of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

ARTICLE IV. CAPITAL STOCK

The authorized capital stock of this corporation shall be 1,000 shares of common stock, each share having a par value of \$1.00.

ARTICLE V. TERM

The term for which this corporation is formed is and shall be perpetual or until dissolved according to law.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

8982 Diamond C. Lane
Jacksonville, Florida 32219

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TALLAHASSEE, FLORIDA

The name of the initial registered agent of this corporation at that address is:

Allen E. Arpen

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Street Address</u>
Allen E. Arpen	8982 Diamond C. Lane Jacksonville, FL 32219
Earl C. Arpen	8980 Diamond C. Lane Jacksonville, FL 32219

ARTICLE VIII. INCORPORATOR

The names and addresses of the persons signing these Articles are:

<u>Name</u>	<u>Street Address</u>
Allen E. Arpen	8982 Diamond C. Lane Jacksonville, FL 32219

ARTICLE IX. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on the
27 day of MARCH, 2000.


_____(SEAL)
ALLEN E. ARPEN, PRESIDENT

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

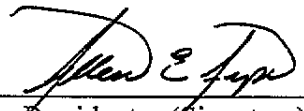
1. The name of the corporation is: ARPEN AVIATION MANAGEMENT, INC.
2. The name and address of the registered agent and office is:

Allen E. Arpen
8982 Diamond C. Lane
Jacksonville, Florida 32219

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00 MAR 30 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

ALLEN E. ARPEN


As President (Signature)

3-27-00
(Date)