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May 26, 2000

**Board-Certified Civil Trial Lawyer*
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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: Bill Air, Inc.
Our File No. 6392/13599

900003271779--6
-05/31/00--01043--009
*****70.00 *****70.00

FILED
00 MAY 31 AM 11:38
STATE OF FLORIDA
TALLAHASSEE

Dear Sir or Madam:

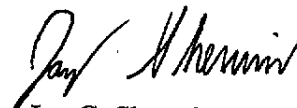
Enclosed for filing are an original and one copy of the Articles of Incorporation of Bill Air, Inc. Also enclosed is our check in the sum of \$70.00, representing \$35.00 for the filing fee and \$35.00 for the registered agent fee.

Please return a conformed copy of the Articles of Incorporation to me in the envelope provided.

Thank you for your cooperation. If you have any questions, please contact me.

Sincerely,

BLANCHARD, MERRIAM,
ADEL & KIRKLAND, P.A.


Jay G. Sherwin

JGS/tlw
Enclosures

S. Thompson JUN 09 2000

ARTICLES OF INCORPORATION
of
BILL AIR, INC.

ARTICLE I
NAME

The name of the corporation is Bill Air, Inc.

ARTICLE II
DURATION

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office of the corporation and the mailing address is 14 Oak Court, Ocala, Florida 34472.

ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, at ONE and 00/100 (\$1.00) DOLLAR par value.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered office and agent of this corporation is:

- | | | |
|-----|--------------------|--------------------------------------|
| (A) | Registered Agent: | Paul W. Spearman, Jr. |
| (B) | Registered Office: | 14 Oak Court
Ocala, Florida 34472 |

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00 MAY 31 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Paul W. Spearman, Jr.
14 Oak Court
Ocala, Florida 34472

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

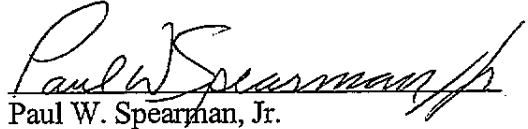
Paul W. Spearman, Jr.
14 Oak Court
Ocala, Florida 34472

ARTICLE IX
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to these Articles, and any right conferred upon the shareholders is subject to this reservation.

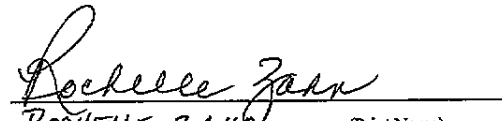
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this

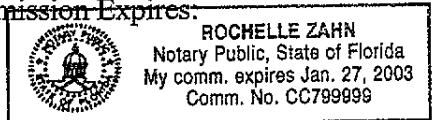
26 day of May, 2000.


Paul W. Spearman, Jr.

STATE OF FLORIDA)
COUNTY OF MARION)

The foregoing instrument was acknowledged before me this 26 day of May, 2000, by **Paul W. Spearman, Jr.**, who is personally known to me or who has produced FDL S165-699-60-283-0 as identification.

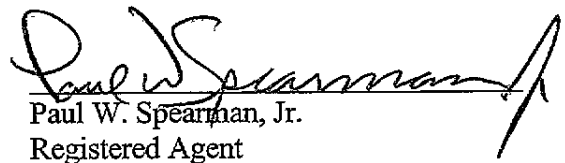

ROCHELLE ZAHN (Print Name)
Notary Public, State of Florida
My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations of that position.

DATED this 26 day of MAY, 2000.


Paul W. Spearman, Jr.
Registered Agent