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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 5, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314
ATTN: New Filings

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-09/06/00--01040--007
*****70.00 *****70.00

RE: Florida's Forgotten Coast Aviation, Inc.

Dear Division of Corporations:

Please find enclosed original Articles of Incorporation to be filed for the above-referenced corporation. I have also enclosed a check in the amount of \$70.00 to cover the filing fee.

Thank you for your attention to this matter. Please call if you have any questions or concerns.

Sincerely,



Steve M. Watkins, III

SMW/bms

Enclosures

**ARTICLES OF INCORPORATION
OF
FLORIDA'S FORGOTTEN COAST AVIATION, INC.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be: Florida's Forgotten Coast Aviation, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

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

1205 E. Gulf Beach Drive
St. George Island, FL 32328

**ARTICLE III
SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100,000,000.

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Steve M. Watkins, III
325 John Knox Road
The Atrium, Suite 106
Tallahassee, Florida 32303

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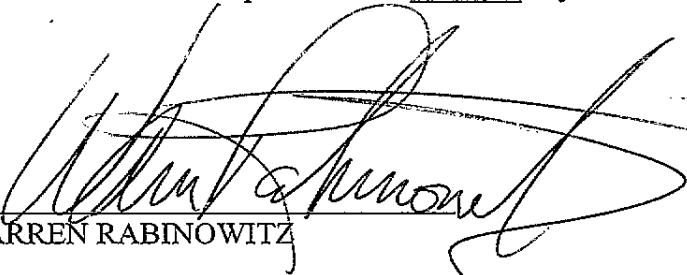
ARTICLE V
INCORPORATORS


The names and street addresses of the incorporators to these Articles of Incorporation are:

Warren Rabinowitz
1205 E. Gulf Beach Dr.
St. George Island, FL 32328

Karen Rabinowitz
1205 E. Gulf Beach Dr.
St. George Island, FL 32328

The undersigned incorporators have executed these Articles of Incorporation this 24th day of August, 2000.


WARREN RABINOWITZ


KAREN RABINOWITZ

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for the above-stated corporation, I hereby agree to act in this capacity; I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, specifically Section 607.0505, Florida Statutes (1999).


Steve M. Watkins, III