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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 849546 7158500

AUTHORIZATION :

Patricia Pizette

COST LIMIT : \$ 78.75

ORDER DATE : October 2, 2000

ORDER TIME : 10:39 AM

ORDER NO. : 849546-005

CUSTOMER NO: 7158500

400003410954--2

CUSTOMER: Suzanne N. Whibbs, Esq
Whibbs & Whibbs, P.a.
Attorneys At Law

421 North Palafox Street
Pensacola, FL 32501

RECEIVED
00 OCT -2 AM 11:50
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: HELIWORKS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

g 10/2/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT -2 PM 2:10

**ARTICLES OF INCORPORATION
OF
HELIWORKS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT -2 PM 2: 10

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

**ARTICLE I
NAME**

The name of the corporation shall be **Heliworks, Inc.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address shall be 421 North Palafox Street, Pensacola, Florida.

**ARTICLE III
PURPOSE**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States or the State of Florida.

**ARTICLE IV
DURATION**

This corporation shall exist perpetually, commencing upon the date of filing these Articles of Incorporation with the State of Florida.

**ARTICLE V
CAPITAL STOCK**

The number of shares that this corporation is authorized to issue five hundred (500) shares of One Dollar (\$1.00) par value common stock, all of one class and series.

**ARTICLE VI
PREEMPTIVE RIGHTS**

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

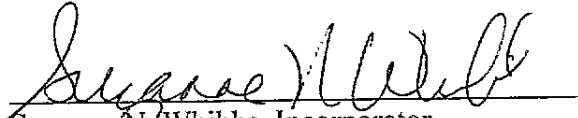
**ARTICLE VII
INITIAL REGISTERED AGENT AND OFFICE**

The street address of this corporation's initial registered office is 421 North Palafox Street, Pensacola, Florida 32501, and the name of this corporation's initial registered agent is Suzanne N. Whibbs.

**ARTICLE VIII
INCORPORATOR**

The name and the address of the incorporator is Suzanne N. Whibbs 421 N. Palafox Street, Pensacola, Florida 32501.

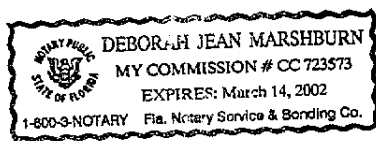
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of September, 2000.


Suzanne N. Whibbs, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this the 29th day of September, 2000, by Suzanne N. Whibbs who personally appeared before me and is personally known to me.




NOTARY PUBLIC - State of Florida

**CERTIFICATE OF DESIGNATION OF RESIDENT
AGENT/REGISTERED OFFICE**

FILED
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DIVISION OF CORPORATIONS
00 OCT -2 PM 2:10

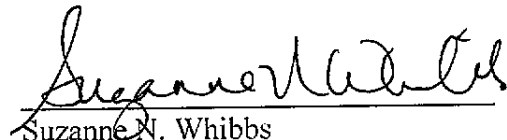
Pursuant to the provision of Section 607.0501 or 617.0501, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/office, in the State of Florida.

1. The name of the Corporation is: Heliworks, Inc.
2. The name and address of the registered agent and office is:

Suzanne N. Whibbs
421 N. Palafox Street
Pensacola, Florida 32501

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.

Dated this 29th day of September, 2000.


Suzanne N. Whibbs