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1600 SOUTH FEDERAL HIGHWAY, SUITE 200
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DANIEL B. HARRELL
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*Board Certified Real Estate Lawyer
†Supreme Court Certified Mediator
‡Board Certified City, County and
Local Government Lawyer

PLEASE REPLY TO FORT PIERCE

November 14, 2000
Via Federal Express

BAILEY BUILDING
3339 CARDINAL DRIVE, SUITE 200
VERO BEACH, FLORIDA 32963

TELEPHONE (561) 231 - 1718

RECEIVED
00 NOV 15 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION
00 NOV 15 AM 10:07

Ms. Eddy Harillee
Landers and Parsons (850)681-0311
310 West College Avenue
Tallahassee, Florida 32302

Re: Capital Three Aviation, Inc.
Our File No. 1471.001

100003464111--7
-11/15/00--01055--001
*****78.75 *****78.75

Dear Eddy:

Enclosed herewith is an original and one copy of Articles of Incorporation in connection with the above referenced corporation along with our check to cover filing fees. Please cause the articles to be filed with the Secretary of State and return the certified copies to the attention of the undersigned via Federal Express.

Thank you for your assistance.

Sincerely,

Judith L. Kay

Judith L. Kay
Real Estate/Corporate Assistant

jk/Encl.

Please call Eddy
for pickup
681-0311

11-15

**ARTICLES OF INCORPORATION
OF
CAPITAL THREE AVIATION, INC.**

FILED
00 NOV 15 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: CAPITAL THREE AVIATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 5255
North Federal Highway, Boca Raton, Florida 33487.

ARTICLE III - DURATION

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of the State of Florida, unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This corporation is organized to engage in any or all lawful business for which corporations may be incorporated in this jurisdiction. This corporation shall otherwise have all the general powers now or hereafter conferred by the laws of the State of Florida, including but not limited to those powers enumerated in Florida Statutes, Section 607.0302.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of Fifty Cent (\$.01) par value common stock which shall be fully paid and nonassessable. The stock of this corporation shall be issued, assigned and/or transferred in strict accordance with such bylaws as the corporation shall from time to time make with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 5500 North Federal Highway, Boca Raton, Florida 33487. The name of the initial registered agent of this corporation at that address is: Gary W. Boyce.

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 amending the bylaws to reflect the same, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Gary W. Boyce
5255 North Federal Highway
Boca Raton, Florida 33487

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS

(a) The corporation may, by resolution of its Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful.

(b) The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

ARTICLE IX - INITIAL OFFICERS

The initial officers of the corporation are as follows:

President:	Gary W. Boyce
Treasurer:	Gary W. Boyce
Secretary:	Gary W. Boyce

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is:

Gary W. Boyce, 5255 North Federal Highway, Boca Raton, Florida 33487

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested solely in the Board of Directors.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

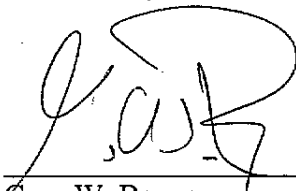
ARTICLE XIII - PREEMPTIVE RIGHTS AUTHORIZED

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by these Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

B. Any obligation that the corporation may issue or sell that is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation
this 2 day of November, 2000.

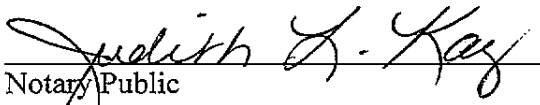


Gary W. Boyce

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared GARY W. BOYCE, known to me and known by me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed those Articles for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this
2 day of November, 2000.



Notary Public
State of Florida at Large

My Commission Expires:



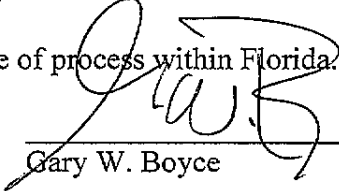
Judith L. Kay
MY COMMISSION # CC751550 EXPIRES
July 5, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

DESIGNATION OF REGISTERED AGENT

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that CAPITAL THREE AVIATION, INC. desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at the City of Boca Raton, State of Florida, has named GARY W. BOYCE, located at 5255 North Federal Highway, Boca Raton, Florida 33487, as its agent to accept service of process within Florida.



Gary W. Boyce

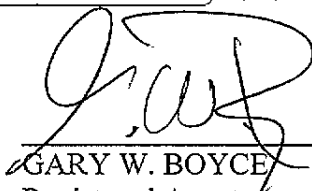
Title: President

Date: 11-2-00

ACCEPTANCE

HAVING BEEN named as registered agent and to accept service of process for the above-named 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 relative 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 2 day of Nov., 2000.



GARY W. BOYCE
Registered Agent

FILED
00 NOV 15 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA