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PENSACOLA, FLORIDA 32503-2671

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

EDWARD P. FLEMING

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November 14, 2000

AIRBORNE EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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RE: HELICOPTERS OF NORTHWEST FLORIDA, INC.

Dear Sir:

Enclosed please find Articles of Incorporation of HELICOPTERS OF NORTHWEST FLORIDA, INC. and Acceptance of Appointment of Registered Agent. Also, please find our check for \$78.75 to cover the filing fee for a profit corporation, and registered agent designation.

If you should have any problems or concerns, please do not hesitate to contact me.

Sincerely,

Lisa L. Rogers

Lisa L. Rogers, Paralegal
to Edward P. Fleming

/lr
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 17 PM 12:44

11/20/00

EFFECTIVE DATE

11/13/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
HELICOPTERS OF NORTHWEST FLORIDA, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE I

NAME AND MAILING ADDRESS

The name of this corporation is HELICOPTERS OF NORTHWEST FLORIDA, INC., and the corporate mailing address is 8494 Navarre Parkway, Navarre, Florida 32566.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in and to transact any business for which corporations may be incorporated under the Florida General Corporation Act and to engage in any other trade or business which can, in the opinion of the board of

directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V

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 VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 4300 Bayou Boulevard, Suite 13, Pensacola, Florida 32503, and the name of this corporation's initial registered agent is Edward P. Fleming.

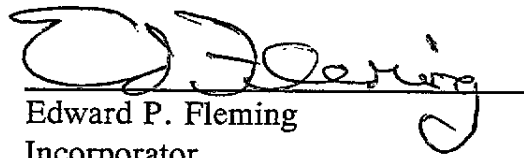
ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Edward P. Fleming
4300 Bayou Boulevard, Suite 13
Pensacola, Florida 32503

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 13th day of November, 2000.


Edward P. Fleming
Incorporator

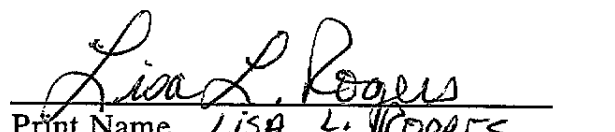
STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me the undersigned authority in and for said State and County
personally appeared Edward P. Fleming, personally known to me to be the person
described in, and who took an oath and freely and voluntarily subscribed the foregoing
Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State
and County aforesaid this 13th day of November, 2000.

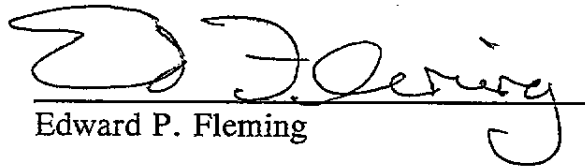
LISA L. ROGERS
Notary Public-State of FL
Commission Exp. June 14, 2002
Comm. # CC 725963


Print Name LISA L. ROGERS
Notary Public, State of Florida
My Commission Expires: 6-14-02

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Edward P. Fleming, accept the appointment as Registered Agent for
HELICOPTERS OF NORTHWEST FLORIDA, INC., as set forth in its Articles of
Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal
this 13th day of November, 2000.


Edward P. Fleming

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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