

Munson, Putnam & Gunter, LLP
ATTORNEYS AND COUNSELORS AT LAW

KRISTEN C. GUNTER
PETER J. MUNSON
ABEL A. PUTNAM

500 SOUTH FLORIDA AVENUE, SUITE 200
LAKELAND, FLORIDA 33801

MAILING ADDRESS:
P.O. Box 3545 • LAKELAND, FL 33802-3545

TELEPHONE: (863) 682-1178
FACSIMILE: (863) 683-3700

Jan 28, 2000

PO0000117707

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600003310236--3
-06/30/00--01068--002
*****70.00 *****70.00

RE: Articles of Incorporation - Aerial Films, Inc.

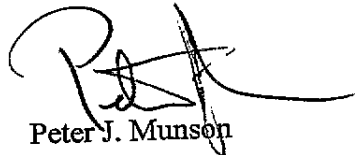
Gentlemen:

Enclosed herewith for filing please find the executed original Articles of Incorporation with the Certificate Designating Resident Agent attached. A check in the amount of \$70.00 is also enclosed for filing fees in this regard.

It would be appreciated if you would furnish us with confirmation of filing.

Thank you for your assistance with this matter.

Sincerely,


Peter J. Munson

PJM/mln
enclosures

FILED
00 DEC 28 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12482
7-12
17033
WC



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 12, 2000

PETER J. MUNSON, ESQ.
P. O. BOX 3545
LAKELAND, FL 33802-3545

SUBJECT: AERIAL FILMS, INC.
Ref. Number: W00000017482

We have received your document for AERIAL FILMS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Cunningham
Document Specialist

Letter Number: 000A00038373

ARTICLES OF INCORPORATION

OF

G-I AIR, INC.

FILED
00 DEC 28 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is G-I Air, Inc.

ARTICLE II - Principal Office
and Mailing Address of the Corporation

The address of the principal office of the corporation and its mailing address is 3460 Aircraft Drive, Lakeland, Florida, 33811.

ARTICLE III - Commencement and Duration

The corporation is to commence its corporate existence effective immediately, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Stock

The corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of \$1.00 par value common stock, which shares shall be a single class.

ARTICLE VI - Preemptive Rights

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 price offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued

shares authorized by the 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.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial director who shall hold office until his successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

<u>Name</u>	<u>Business Address</u>
Kenneth L. Sanborn	3460 Aircraft Drive Lakeland, FL 33811
Brian P. McMahon	3460 Aircraft Drive Lakeland, FL 33811

ARTICLE VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI - Incorporator

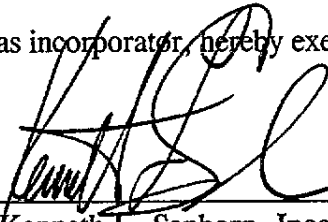
The name and address of the Incorporator to these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Kenneth L. Sanborn	3460 Aircraft Drive Lakeland, FL 33811
Brian P. McMahon	3460 Aircraft Drive Lakeland, FL 33811

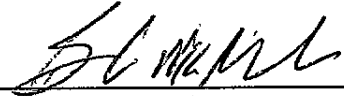
ARTICLE XII - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 3460 Aircraft Drive, Lakeland, Florida, 33811, and the name of the initial registered agent of the corporation at that address is Kenneth L. Sanborn.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 15th day of December, 2000.



Kenneth L. Sanborn, Incorporator (SEAL)




Brian P. McMahon, Incorporator (SEAL)

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Kenneth L. Sanborn and Brian P. McMahon, who [] are personally known to me or who [] have produced _____ as identification.


WITNESS my hand and official seal this 15th day of December, 2000, at Lakeland, Florida.

(NOTARIAL SEAL)



Notary Public
State of Florida at Large
My Commission Expires:

S:\Docs\Nicole\Corporate\G-I Air, Inc\Articles of Incorporation.wpd

 PETER J. MUNSON
COMMISSION # CC 646589
EXPIRES JUN 21, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

To: The Department of State
Tallahassee, Florida 32304

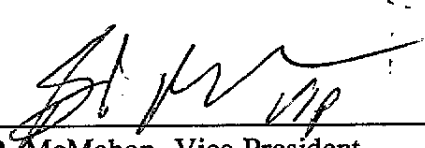
FILED
00 DEC 28 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 of the Florida General Corporation Act, the following is submitted:

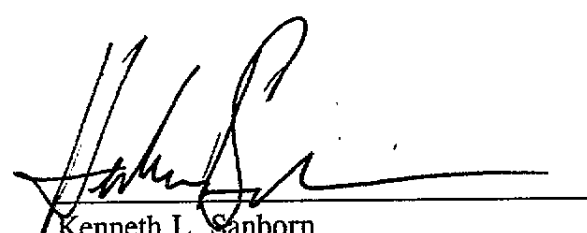
G-I Air, Inc., with its place of business at 3460 Aircraft Drive, Lakeland, Florida, 33811, has named Kenneth L. Sanborn located at 3460 Aircraft Drive, Lakeland, Florida, 33811, as its agent to accept service of process within Florida.

Dated: December 15th, 2000.


Brian P. McMahon, Vice President

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and 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 duties and obligations of Chapter 607 of the Florida General Corporation Act:

Dated December 15th, 2000.


Kenneth L. Sanborn
Registered Agent