Attornerys at Law-

01 JAN 31 PM 12: 00

407 North Wild Olive Avenue SEGRETARY OF STATE Daytona Beach, FL 32118

TALLAHASSEE, FLORIDA

Fabian Bagdes Mary-Ellen Bagdes

904-258-7171 Fax 904-258-7441

January 29, 2001

300003617853---01/31/01--01059--020 *****122.50 *****78.75

SECRETARY OF STATE Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

> RE: Flitgun Flite Services, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$122.50 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

Fabian Bagdes

Enclosures

FILED 01 JAN 31 PM 12: 00

ARTICLES OF INCORPORATION

SEGRETARY OF STATE TALLAHASSEE, FLORIDA

OF

FLITGUN FLITE SERVICES, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE NAME

The name of the corporation is FLITGUN FLITE SERVICES, INC.

ARTICLE TWO DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE PURPOSE

The purpose for which the corporation is organized is to provide pilot services for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX PRINCIPAL OFFICE

The address of the principal office of the corporation is: 3144 Doral Drive, Daytona Beach, Florida 32124-6805. This is also the mailing address of the corporation.

ARTICLE SEVEN REGISTERED OFFICE

The street address of the registered office of the corporation is 3144 Doral Drive, Daytona Beach, Florida 32124-6805, and the name of the initial registered agent at such address is John B. Thomson.

ARTICLE EIGHT DIRECTORS

The board of directors shall consist of one member, John B. Thomson, 3144 Doral Drive, Daytona Beach, Florida 32124-6805.

ARTICLE NINE INCORPORATORS

The name and address of the sole incorporator is: John B. Thomson, 3144 Doral Drive, Daytona Beach, Florida 32124-6805.

ARTICLE TEN OFFICERS

The sole officer of the corporation shall be John B. Thomson, 3144 Doral Drive, Daytona Beach, Florida 32124-6805, who shall serve as President/Treasurer.

ARTICLE ELEVEN COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, I have signed my name this 29 day of January, 2001.

John B. Thomson

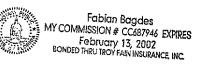
STATE OF FLORIDA COUNTY OF VOLUSIA

On this ____ day of January, 2001, before me, the undersigned authority, appeared JOHN B. THOMSON, who is personally known to me or who has produced _____ as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.

Notary Signature

Seal:



NOTICE OF REGISTERED AGENT

FILED

01 JAN 31 PM 12: 00

SECRETARY OF STATE TALLAHASSEE, FLORIDA

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

FLITGUN FLITE SERVICES, INC., a corporation organizing under the laws of the State of Florida, with its principal office at 3144 Doral Drive, in the City of Daytona Beach, County of Volusia, in the State of Florida, has named JOHN B. THOMSON, who is located at 3144 Doral Drive, Daytona Beach, Florida, as its registered agent to accept service of process within the State.

DIRECTOR:

ADDRESS:

John B. Thomson

3144 Doral Drive Daytona Beach, FL 32124-6805

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and the names of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place as required by law.

øhn B. Thomson