-Attorneys at Law

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March 30, 2001

800003942698--9 -04/02/01-01054-008 \*\*\*\*122.50 \*\*\*\*\*78.75

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

RE: Aircraft Sales of Spruce Creek, 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

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Enclosures

#### ARTICLES OF INCORPORATION

OF

#### AIRCRAFT SALES OF SPRUCE CREEK, 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 AIRCRAFT SALES OF SPRUCE CREEK, 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 sell airplanes 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: 205 Cessna Boulevard, Suite 1, Daytona Beach, Florida 32124. This is also the mailing address of the corporation.

#### ARTICLE SEVEN REGISTERED OFFICE

The street address of the registered office of the corporation is 205 Cessna Boulevard, Suite 1, Daytona Beach, Florida 32124, and the name of the initial registered agent at such address is William F. Udey.

#### ARTICLE EIGHT DIRECTORS

The board of directors shall consist of the following members:

Judie G. Udey

160 Lakeside West

Daytona Beach, FL 32124

William F. Udey

160 Lakeside West

Daytona Beach, FL 32124

### ARTICLE NINE INCORPORATORS

The name and address of the sole incorporator is: William F. Udey, 160 Lakeside West, Daytona Beach, Florida 32124.

#### ARTICLE TEN OFFICERS

The officers of the corporation shall be:

Judie G. Udey

160 Lakeside West

President

Daytona Beach, FL 32124

William F. Udey Secretary/Treasurer

160 Lakeside West

Daytona Beach, FL 32124

# 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 2001 day of March, 2001.

William F. Udey

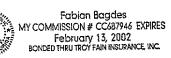
STATE OF FLORIDA COUNTY OF VOLUSIA

On this 29 day of March, 2001, before me, the undersigned authority, appeared WILLIAM F. UDEY, 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

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SECRETART OF STATE TALLAHASSEE, FLORIDA

TO: STATE OF FLORIDA DEPARTMENT OF STATE

The following is submitted in compliance with Chapter 48.091,

AIRCRAFT SALES OF SPRUCE CREEK, INC., a corporation organizing under the laws of the State of Florida, with its principal office at 205 Cessna Boulevard, Suite 1, in the City of Daytona Beach, County of Volusia, in the State of Florida, has named William F. Udey, who is located at 205 Cessna Boulevard, Daytona Beach, Florida, as its registered agent to accept service of process within the State.

DIRECTOR:

ADDRESS:

Judie G. Udey

160 Lakeside West

Daytona Beach, FL 32124

William F. Udey

160 Lakeside West

Daytona Beach, FL 32124

#### 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.

William F. Udey