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March 30, 2001

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****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,

FB

Fabian Bagdes

Enclosures

FILED
01 APR -2 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch APR 5 2001

FILED
01 APR -2 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 President	160 Lakeside West 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 29th day of March, 2001.



William F. Udey

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 29th day of March, 2001, before me, the undersigned authority, appeared WILLIAM F. UDEY, who is personally known to me or who has produced Florida Driver's License 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:



Fabian Bagdes
MY COMMISSION # CC687946 EXPIRES
February 13, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

NOTICE OF REGISTERED AGENT

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
01 APR -2 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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:

Judie G. Udey

William F. Udey


ADDRESS:

160 Lakeside West
Daytona Beach, FL 32124

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