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Founded in 1886

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June 8, 2001

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

300004418193--8  
-06/13/01--01080--017  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

FILED  
01 JUN 13 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: CARTER AVIATION, INC.  
Articles of Incorporation

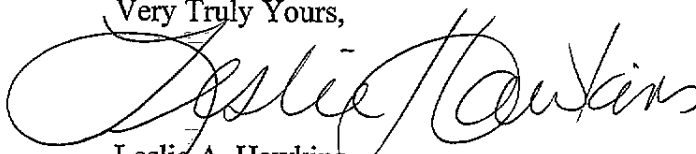
Dear Sir or Madam:

Enclosed are two originals and one copy of the Articles of Incorporation for the above referenced Company. Also enclosed is a check in the amount of \$87.50 in payment of the filing fee. Finally, the Acceptance of Registered Agent from CT Corporation is also enclosed.

Please file these Articles of Incorporation and return a Certified Copy and Certificate of Status to this office in the enclosed postage paid envelope.

If you have any questions, please do not hesitate to contact me.

Very Truly Yours,



Leslie A. Hawkins  
Paralegal for the Firm

lah  
Enc.

D. BROWN JUN 15 2001

ARTICLES OF INCORPORATION

OF

CARTER AVIATION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person of the age of eighteen years or more, for the purpose of forming a corporation under The Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME

The name of the corporation is: Carter Aviation, Inc. and its business address is St. Thomas #503, 15400 Emerald Coast Parkways, Destin, Florida 32541.

ARTICLE TWO: REGISTERED AGENT

The address, including street and number, if any, of the corporation's initial registered office in this state is: 1200 South Pine Island Road, Plantation, Florida 33324; and the name of its initial registered agent at such address is: CT Corporation.

ARTICLE THREE: STOCK

The aggregate number, class and par value, if any, of shares which the corporation shall have the authority to issue shall be: Thirty Thousand (30,000) shares of common stock of no par value per share. There are no preferences, qualifications, limitations, restrictions, nor any special or relative rights, including convertible rights, in respect of the shares of each class.

ARTICLE FOUR: PREEMPTIVE RIGHTS

There shall be no preemptive rights.

ARTICLE FIVE: INCORPORATOR

The name and place of residence of the incorporator is Daniel V. Hiatt, 2420 Pershing Road, Suite 400, Kansas City, Missouri 64108.

**ARTICLE SIX: DIRECTORS**

(a) The number of directors to constitute the first Board of Directors is one (1). The number of directors may be changed at any time as controlled by the bylaws of the Corporation. Any changes in the number will be reported to the Secretary of State within thirty (30) calendar days of such change.

(b) The name and mailing address of each person who is to serve as a director until the first annual meeting of the shareholders or until a successor is elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
Daniel V. Hiatt	2420 Pershing Road, Suite 400 Kansas City, Missouri 64108

**ARTICLE SEVEN: DURATION**

The duration of the corporation is perpetual.

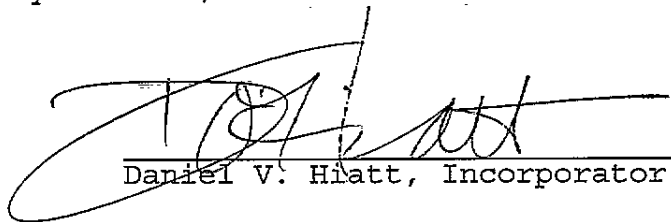
**ARTICLE EIGHT: PURPOSE**

The corporation is organized to provide private aviation services and to engage in any other lawful act or activity for which corporations may be organized under The Florida Business Corporation Act.

**ARTICLE NINE: AMENDMENTS**

The power to make, alter, amend, or repeal the bylaws of the corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 8th day of June, 2001.

  
Daniel V. Hiatt, Incorporator

STATE OF MISSOURI )

COUNTY OF JACKSON )

SS:

I, Marianne Swisher, a Notary Public,  
do hereby certify that on the 8th day of June, 2001,  
personally appeared before me Daniel V. Hiatt who first duly  
sworn, declared that he is the person who signed the foregoing  
document as incorporator, and that the statements therein  
contained are true.

Marianne Swisher  
Notary Public

My Commission Expires: --

MARIANNE SWISHER  
Notary Public - Notary Seal  
STATE OF MISSOURI - Jackson County  
My Commission Expires Aug. 14, 2004

ACCEPTANCE OF APPOINTMENT

FILED  
01 JUN 13 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

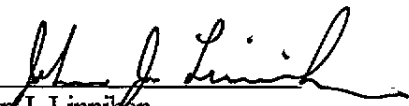
RE: **Carter Aviation, Inc.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

**Dated: June 1<sup>st</sup>, 2001**

C T CORPORATION SYSTEM

By

  
John J. Linnihan

Assistant Vice-President