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July 2, 2001

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

Re: White Point Aviation, Inc.

FILED
01 JUL -5 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

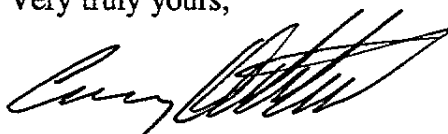
Dear Sir or Madame:

Please find enclosed the *original* Articles of Incorporation, along with the filing fee of \$78.75. Please file the *original* and return the stamped copy to me in the enclosed, self-addressed and postage prepaid envelope for my records.

Thank you for your assistance in this matter.

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-07/05/01--01061--016
*****78.75 *****78.75

Very truly yours,


Craig D. Olmstead, Esq.

CDO/akk
Cc: Vic Barrett
Enclosures

PS 7/11/01

FILED

**ARTICLES OF INCORPORATION
OF
WHITE POINT AVIATION, INC.**

01 JUL -5 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I -- NAME

The name of this corporation is White Point Aviation, Inc.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:

1125 Highway 98 East
Destin, Florida 32541

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is one thousand (1000) shares of common stock, all of which are to have a par value of \$0.01.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1125 Highway 98 East
Destin, Florida 32541;

and the name and address of the initial registered agent of this corporation is:

Name

Address

Victor L. Barrett

1125 Highway 98 East
Destin, Florida 32541

ARTICLE VI -- COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Victor L. Barrett	1125 Highway 98 East Destin, Florida 32541

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Victor L. Barrett	1125 Highway 98 East Destin, Florida 32541

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.


ARTICLE X -- INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE XI -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator as of the 19TH day of June 2001.



Victor L. Barrett, Incorporator

FILED

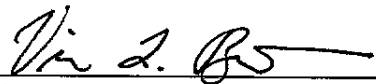
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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR WHITE POINT AVIATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, who has been designated in the foregoing Articles of Incorporation as registered agent for the corporation therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of JUNE 19, 2001.



Victor L. Barrett