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FILED

01 JUL 16 PM 4:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 12, 2001

DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

DEAR SIRs;

ENCLOSED ARE TWO (2) COPIES OF THE ARTICLES OF INCORPORATION OF
PIEDMONT AIR CHARTER OF FLORIDA, INC., AND THE APPOINTMENT OF A
REGISTERED AGENT FOR FILING PURPOSES.

ALSO ENCLOSED IS A CHECK FOR \$78.75 TO COVER CHARTER TAX, FILING
FEES, REGISTERED AGENT FILING FEE, AND COST OF A CERTIFIED COPY OF
THE ARTICLES.

PLEASE SEND A CERTIFIED COPY TO ME.

THANK YOU FOR YOUR PROMPT ATTENTION TO THIS MATTER.

SINCERELY YOURS,

William F. Honeycutt Sr.
WILLIAM F. HONEYCUTT, SR.

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ARTICLES OF INCORPORATION
OF
PIEDMONT AIR CHARTER OF FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS PIEDMONT AIR CHARTER OF FLORIDA, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION WILL BE:
1533 SANTA BARBARA DRIVE, DUNEDIN, FLORIDA 34698

ARTICLE III. DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY COMMENCING ON THE DATE OF FILING OF THESE ARTICLES.

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND ALL-LAWFUL BUSINESS.

ARTICLE V. CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 COMMON SHARES OF \$1.00 PAR VALUE.

ARTICLE VI. PREEMPTIVE RIGHTS GRANTED

EVERY SHAREHOLDER, UPON SALE FOR CASH BY THIS CORPORATION OF ANY NEW CAPITAL STOCK OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE HIS OR HER PRO RATA SHARE THERE OF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES).

ARTICLE VII. REGISTERED AGENT AND OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS 1533 SANTA BARBARA DRIVE, DUNEDIN, FLORIDA 34698. THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS WILLIAM F. HONEYCUTT, SR.

ARTICLE VIII. DIRECTORS

THE BOARD OF DIRECTORS SHALL CONSIST OF TWO MEMBERS, THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF EACH MEMBER OF THE BOARD OF DIRECTORS ARE:

MICHAEL A. HONEYCUTT
363 PENNSYLVANIA AVENUE
PALM HARBOR, FLORIDA 34683

WILLIAM F. HONEYCUTT, SR.
1533 SANTA BARBARA DRIVE
DUNEDIN, FLORIDA 34698

ARTICLE IX. CUMULATIVE VOTING

AT THE ELECTION FOR DIRECTORS, EVERY SHAREHOLDER ENTITLED TO VOTE IN THE ELECTION SHALL HAVE THE RIGHT TO CUMULATE HIS VOTES BY GIVING CANDIDATE AS MANY VOTES AS THE NUMBER OF HIS OR HER SHARES OR BY DISTRIBUTING THE VOTES ON THE SAME PRINCIPAL AMONG ANY NUMBER OF CANDIDATES.

ARTICLE X, RESTRICTIONS ON TRANSFER OF STOCK

SHARES HELD OR ACQUIRED BY THE CORPORATION MAY NOT BE RESOLD TO OTHER PERSONS UNLESS FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS ARE WHICH, AND THE TIME WITHIN WHICH THOSE SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL THE SHAREHOLDERS AND THIS CORPORATION.

ARTICLE XI, INCORPORATION

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS:

WILLIAM F. HONEYCUTT, SR.
1533 SANTA BARBARA DRIVE
DUNEDIN, FLORIDA 34698

ARTICLE XII, INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICERS OR ANY FORMER OFFICER TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XIII, AMENDMENT

THIS CORPORATION RESERVES THAT 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 SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 12 DAY OF July, 2001.


WILLIAM F. HONEYCUTT, SR.

STATE OF FLORIDA

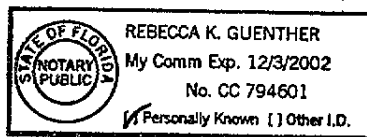
COUNTY OF PINELLAS

Before me, a Notary Public authorized to take acknowledgments in Pinellas county, Florida, personally appeared, William F. Honeycutt, SR., known to me and known by me to be the person described in and who executed and acknowledged execution of the foregoing Articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and stamp in Pinellas County, Florida this 12, day of July, 2001.




NOTARY PUBLIC



ACCEPTANCE OF REGISTERED AGENT

I hereby agree as registered agent to accept service of process for the above named corporation and to comply with the applicable provisions of Florida law relative to office hours and the posting or registered agent names.



REGISTERED AGENT
WILLIAM F. HONEYCUTT, SR.