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DENNIS KNOX BAYER

— Attorney at Law —

306 South Oceanshore Boulevard (A1A)
Flagler Beach, Florida 32136

Telephone: (386) 439-2332

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July 10, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Gleneagle Aviation, Inc.

30000447852-1
-07/17/01-01007-009
*****78.75 *****78.75

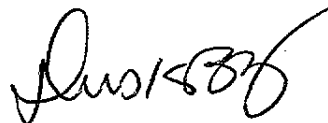
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01 JUL 16 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for Gleneagle Aviation, Inc. and a check in the amount of \$78.75 representing the filing fee. Please process the articles at your earliest convenience and return to us a certified copy of the Articles.

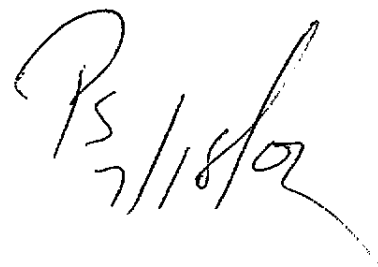
Thank you for your assistance in this matter.

Sincerely,



Dennis K. Bayer

DKB:sk
Encls.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GLENEAGLE AVIATION, INC.

The undersigned subscriber, natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I
NAME

The name of the proposed corporation is: GLENEAGLE AVIATION, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business/mailling address is: SR 100, Box 18T, #12, Bunnell, Florida, 32110.

ARTICLE III
PURPOSE

The general nature of the business to be transacted by this corporation shall be any activities or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock with no par value.

ARTICLE V
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and

approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles be made.

ARTICLE VI TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII DIRECTORS

The number of directors of this corporation shall be two (2). The name and street address of the members of the first Board of Directors, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

NAME	ADDRESS
Hugh Balfour Paul	SR 100, Box 18T, #12 Bunnell, FL 32110
Catrina Balfour Paul	SR 100, Box 18T, #12 Bunnell, FL 32110

ARTICLE VIII RESIDENT AGENT

The resident agent of this corporation shall be Dennis K. Bayer, Esq., of 306 S. Oceanshore Boulevard, Flagler Beach, FL 32136, which resident agent shall accept service of process in this State.

ARTICLE IX INCORPORATOR


The name and address of the Incorporator is: Hugh Balfour Paul, SR 100, Box 18T, #12, Bunnell, FL 32110.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of July, 2001.


HUGH BALFOUR PAUL

STATE OF FLORIDA
COUNTY OF FLAGLER

On this day personally appeared before me personally appeared HUGH BALFOUR PAUL, who is ~~personally known to me or~~ who has produced FL DRIVERS LICENSE as identification.


Notary Public, State of Florida at
Large. SUSAN KATES

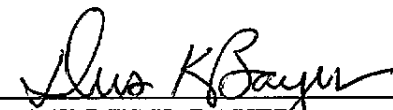
My Commission Expires:



Susan Kates
Commission # DD 002963
Expires March 26, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE

I hereby accept the above designation as Registered Agent of GLENEAGLE AVIATION, INC.


DENNIS K. BAYER

01 JUL 16 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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