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Simple Solutions, Inc.
An Independent Certified Paralegal Service

Hilda Oakes, CLA
21637 Southwood Drive
Lutz, Florida 33549

Telephone: (813) 949-8451

September 4, 2001

Department of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

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-09/07/01--01045--018
*****78.75 *****78.75

Re: ORANGE COAST AIR, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is check in the sum of \$78.75, representing the following fees:

Filing fee	\$35.00
Registered Agent fee	35.00
Certified Copy	<u>8.75</u>
	\$78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy of the Articles to the address shown above.

Thank you for your assistance.

Sincerely yours,

Hilda Oakes
HILDA OAKES

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 SEP -7 AM 8:55

FILED

HO/
Encls.
c - Mr. Jessie J. Collins

G. BULLOCK SEP 12 2001

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ARTICLES OF INCORPORATION
OF
ORANGE COAST AIR, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation, for the purpose of forming a corporation for profit in accordance with Chapter 607, Florida Statutes, General Corporation Act of the State of Florida.

ARTICLE ONE

Name of Corporation

The name of this corporation shall be:

ORANGE COAST AIR, INC.

ARTICLE TWO

Existence of Corporation

This corporation shall commence existence on the date of filing and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE THREE

Purpose

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE FOUR

Capital Stock

The aggregate number of shares of stock that this corporation is authorized to issue is ten thousand (10,000) shares, all of which shall be common shares with a par value of one dollar (\$1.00) per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be nonassessable.

ARTICLE FIVE

Initial Registered Office and Registered Agent

The name and address of the initial registered agent and the principal office of this corporation is as follows:

Jessie J. Collins

14831 Roberts Barn Road
Dade City, Florida 33523

Principal Office

14831 Roberts Barn Road
Dade City, Florida 33523

The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may, from time to time, change the registered agent of the corporation.

ARTICLE SIX

Number of Directors

The number of Directors of this corporation shall not be less than one (1). The number of Directors may be increased or diminished from time to time in the manner determined by the By-Laws, but shall never be less than one (1).

ARTICLE SEVEN

Initial Board of Directors

The initial Board of Directors shall consist of five (6) members, who shall serve until the first annual meeting, or until their successors have been elected and qualified. The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Jessie J. Collins	14831 Roberts Barn Road Dade City, Florida 33523
Bernice A. Collins	14831 Roberts Barn Road Dade City, Florida 33523
Gerald A. Collins	14831 Roberts Barn Road Dade City, Florida 33523
Mark A. Collins	14831 Roberts Barn Road Dade City, Florida 33523
Cynthia D. Collins	14831 Roberts Barn Road Dade City, Florida 33523
Barry Loffler	244 Harbour Drive East Indian Harbour Beach, Florida 32937

ARTICLE EIGHT

The name and street address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Jessie J. Collins	14831 Roberts Barn Road Dade City, Florida 33523

ARTICLE NINE

Amendment to Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

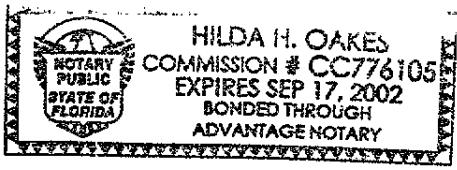
Jessie J. Collins

JESSIE J. COLLINS

STATE OF FLORIDA)
COUNTY OF PASCO)

BEFORE ME, the undersigned authority, an officer duly qualified to take acknowledgments, personally appeared JESSIE J. COLLINS, to me known to be the person described in and who signed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 4th day of August, 2001.



Hilda H. Oakes

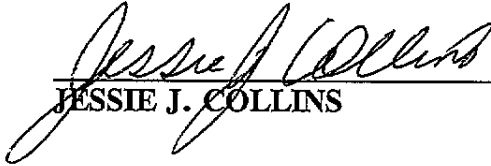
Notary Public, State of Florida

(Print, Type or Stamp Commissioned Name of Notary Public)

Personally Known OR Produced Identification
Type of Identification Produced Fl. Drivers License

ACCEPTANCE BY REGISTERED AGENT

JESSIE J. COLLINS, having been designated to act as the registered agent of
ORANGE COAST AIR, INC., hereby agrees to act in such capacity.


JESSIE J. COLLINS

Date: 4 SEP 01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA