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October 24, 2001

Reply to Ft. Lauderdale

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

Re: Burch Air Photo, Inc.

100004654981--1
-10/26/01--01052--006
*****78.75 *****78.75

Dear Sir/Mam,

Enclosed for the filing of the above noted corporation is one copy of the Articles of Incorporation, and our check in the amount of \$78.75.

After receipt and process, please return to our office your letter of acknowledgment and Certificate of Status.

Contact me directly for any additional information needed and thank you for your cooperation in this matter.

Very truly yours,

Beth Casten

Beth Casten
Legal Assistant

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosure
CC: Mrs. Priscilla Burch

**ARTICLES OF INCORPORATION
OF
BURCH AIR PHOTO, INC.**

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 the corporation is BURCH AIR PHOTO, INC.

**ARTICLE II
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III
PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 1000, all of which shall be common shares with par value of \$1.00.

**ARTICLE V
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase of unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

**ARTICLE VI
REGISTERED OFFICE and PRINCIPAL OFFICE**

The street address of the initial registered office of the corporation is 304 S.W. 12th Street, Fort Lauderdale, Florida 33315 and the name of the registered agent is Gaylord A. Wood, Jr. The

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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principal office of the Corporation is 10944 Denoeu Road, Boynton Beach, Florida 33437.

ARTICLE VII
DIRECTORS

The affairs of the Corporation will be managed by the stockholders instead of a board of directors.

ARTICLE VIII
INCORPORATOR

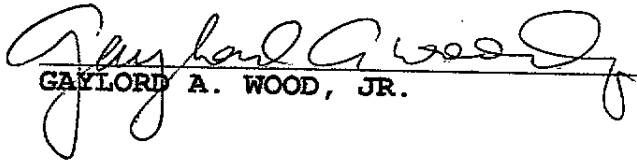
The name and address of the incorporator is:

GAYLORD A. WOOD, JR.
304 S.W. 12th Street.
Fort Lauderdale, Florida 33315

ARTICLE IX
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on the date of filing of the articles of incorporation.

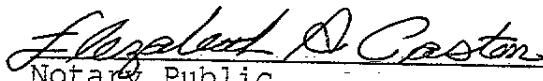
IN WITNESS WHEREOF, I have subscribed my name this 24th day of October, 2001.

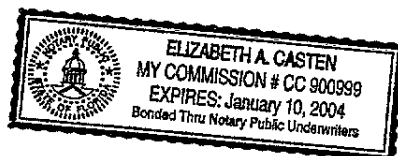

GAYLORD A. WOOD, JR.

STATE OF FLORIDA)
) S S
COUNTY OF BROWARD)

On this 24th day of October, 2001, before me, the undersigned Notary Public, personally appeared GAYLORD A. WOOD, JR. well known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained, and did not take an oath.

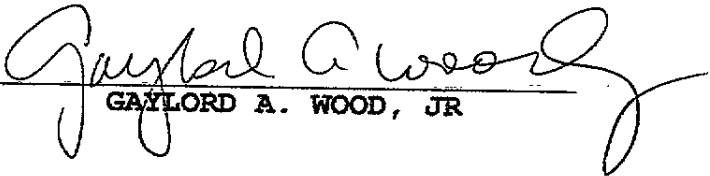
IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby certify that I am familiar with and accept the duties and responsibilities as Registered Agent for this Corporation.



GAYLORD A. WOOD, JR