

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Livingston Air, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

RECEIVED
02 JAN -3 AM 11:44
DIVISION OF CORPORATION

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

J. BRYAN JAN - 3 2002

**ARTICLES OF INCORPORATION
OF
LIVINGSTON AIR, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I.

NAME: The name of this corporation shall be LIVINGSTON AIR, INC.

ARTICLE II.

ADDRESS: The principal office and mailing address of this corporation is 226 Homestead Road S, Lehigh Acres, FL 33936.

ARTICLE III.

NATURE OF BUSINESS: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

CAPITAL STOCK: This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V.

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI.

INITIAL REGISTERED AGENT AND OFFICE: The name and street address of the initial registered agent and office of this corporation is: John Marcantonio, 226 Homestead Road S, Lehigh Acres, FL 33936.

ARTICLE VII.

DIRECTORS: The initial Board of Directors shall consist of one member, who need not be a resident of the State of Florida nor shareholder of the corporation.

ARTICLE VIII.

INITIAL DIRECTORS: The name and address of the initial director who shall hold office for the first year of existence of the corporation or until his successor(s) have been elected and qualified is:

John Marcantonio 602 Harrison Ave., Lehigh Acres, FL 33936

ARTICLE IX.

INCORPORATOR: The name and address of the incorporator to these Articles of Incorporation is as follows:

John Marcantonio 602 Harrison Ave., Lehigh Acres, FL 33936

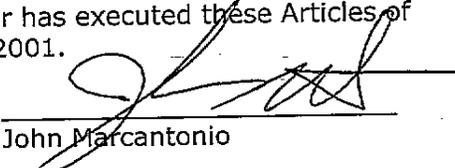
ARTICLE X.

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State, of the State of Florida.

ARTICLE XI.

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

The undersigned incorporator has executed these Articles of Incorporation this 15th day of November, 2001.

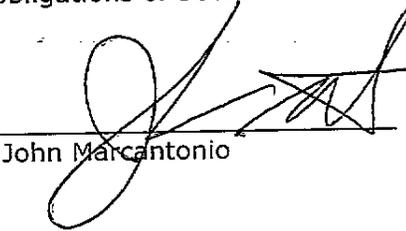


John Marcantonio

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LIVINGSTON AIR, INC., at the place designated in the Articles of Incorporation, John Marcantonio, 602 Harrison Avenue, Lehigh Acres, FL 33936, agrees to act in this capacity and agrees to comply with the provisions of all states relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated: November 15, 2001



John Marcantonio

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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