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CODY & HUDSON

PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

12661 NEW BRITTANY BLVD.
FORT MYERS, FL 33907

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FILED

02 FEB 13 AM 9:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LaDonna J. Cody, P. A.
Attorney at Law

William J. Hudson, P. A.
Attorney at Law

February 11, 2002

Secretary of State
Corporate Division
George Firestone Bldg.
49 E. Gaines Street
Tallahassee, Florida 32399

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-02/13/02--01064--003
*****78.75 *****78.75

RE: Gruber Aviation, Inc.

To Whom It May Concern:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the Florida for profit corporation referenced above. In addition, a check in the sum of \$78.75 is enclosed, which represents the following fees:

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

Please file the original of the enclosed Articles of Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,



William J. Hudson, Jr.

**ARTICLES OF INCORPORATION
OF
GRUBER AVIATION, INC.**

FILED
02 FEB 13 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation for profit pursuant to Chapter 607 of the Florida Statutes, hereby propounds these Articles of Incorporation.

ARTICLE I - NAME; PRINCIPAL PLACE OF BUSINESS

The name of this corporation is GRUBER AVIATION, INC. The principal place of business of the corporation is 1516 Sautern Dr., Fort Myers, FL 33919. The mailing address of the corporation is P. O. Box 101285, Cape Coral, FL 33910-1285.

ARTICLE II - DURATION

The existence of this corporation shall commence on the date of filing of these Articles and shall continue perpetually unless terminated in accordance with law.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any business for which corporations may be incorporated under the laws of the United States, of the State of Florida, and of the several states, including, but not limited to, the following.

1. To engage in the business of acquiring, developing, operating, and managing aircraft facilities and equipment and to do such things as are incidental, proper and necessary in the operation of said business and in carrying out any and all of its purposes.
2. To purchase or otherwise acquire, hold and deal in real and personal property and any interest therein. To establish and carry on any business which may seem calculated to enhance the value of the property or rights of the corporation or to facilitate the disposition thereof. To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of such property.
3. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or to otherwise dispose of letters patent of the United States or of any foreign country, patents, patent rights, licenses, privileges, inventions, improvements, processes, copyrights, trademarks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.
4. To guarantee, acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of, the shares of the capital stock of, or any bonds, securities, or evidence of indebtedness created by any other corporation or corporations of the State of Florida or any other state or government, domestic or foreign; and while the owner of any such stock, bonds, securities or evidence of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes. To aid by loan, subsidy, guaranty, or any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed; and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligation; and to do all and any such acts or things designed to accomplish such purpose.

5. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation. To issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed or in payment for the property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business. To secure the same by mortgage or mortgages or deeds, or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the corporation, wherever situated, acquired or to be acquired; and to confer upon the holder of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors. To sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious.

6. To have one or more offices to conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restriction as to place or amount.

7. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in the company with others.

8. To do all and everything necessary and proper for the accomplishment of any of the purpose of or in furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment hereof, or necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee, or otherwise; and, in general either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment or in furtherance of the purposes of the corporation, whether or not such business is similar in nature to the purposes set forth in these Articles of Incorporation or any amendment hereof.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue at any time is one thousand (1,000) shares of common stock, each share having a par value on One (\$1.00) Dollar.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which said stock is offered to others.

ARTICLE VI - REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 1516 Sautern Dr., Fort Myers, FL 33919. The name of the initial registered agent at such address is REYNOLDS G. GRUBER.

ARTICLE VII - DIRECTORS

The initial director of the corporation and his address are REYNOLDS G. GRUBER, 1516 Sautern Dr., Fort Myers, FL 33919.

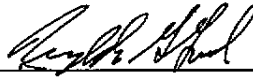
ARTICLE VIII – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX – INCORPORATOR

The name and street address of the incorporator of this corporation is REYNOLDS G. GRUBER, 1516 Sautern Dr., Fort Myers, FL 33919.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on this 8th day of February 2002.



REYNOLDS G. GRUBER, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

The foregoing Articles of Incorporation were acknowledged before me by Reynolds G. Gruber, as incorporator, (☒) who is personally known to me or () who has produced _____ as identification on this 8th day of February 2002.



K. DeOreo
MY COMMISSION # DD081269 EXPIRES
December 30, 2005
BONDED THRU TROY FAIR INSURANCE INC.


Notary Public

Print Name: K DeOreo

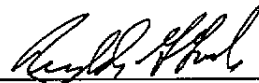
My commission expires: 12-30-05

[SEAL]

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 8th day of February 2002.



REYNOLDS G. GRUBER, Registered Agent

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1. To engage in the business of acquiring, developing, operating, and managing aircraft facilities and equipment and to do such things as are incidental, proper and necessary in the operation of said business and in carrying out any and all of its purposes.

2. To purchase or otherwise acquire, hold and deal in real and personal property and any interest therein. To establish and carry on any business which may seem calculated to enhance the value of the property or rights of the corporation or to facilitate the disposition thereof. To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of such property.

3. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or to otherwise dispose of letters patent of the United States or of any foreign country, patents, patent rights, licenses, privileges, inventions, improvements, processes, copyrights, trademarks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

4. To guarantee, acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of, the shares of the capital stock of, or any bonds, securities, or evidence of indebtedness created by any other corporation or corporations of the State of Florida or any other state or government, domestic or foreign; and while the owner of any such stock, bonds securities or evidence of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes. To aid by loan, subsidy, guaranty, or any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed; and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligation; and to do all and any such acts or things designed to accomplish such purpose.

5. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation. To issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed or in payment for the property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business. To secure the same by mortgage or mortgages or deeds, or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the corporation, wherever situated, acquired or to be acquired; and to confer upon the holder of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors. To sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious.

6. To have one or more offices to conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restriction as to place or amount.

7. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in the company with others.

8. To do all and everything necessary and proper for the accomplishment of any of the purpose of or in furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment hereof, or necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee, or otherwise; and, in general either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment or in furtherance of the purposes of the corporation, whether or not such business is similar in nature to the purposes set forth in these Articles of Incorporation or any amendment hereof.

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The street address of the initial registered office of this corporation is 1516 Sautern Dr., Fort Myers, FL 33919. The name of the initial registered agent at such address is REYNOLDS G. GRUBER.

ARTICLE VII – DIRECTORS

The initial director of the corporation and his address are REYNOLDS G. GRUBER, 1516 Sautern Dr., Fort Myers, FL 33919.

ARTICLE VIII – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX – INCORPORATOR

The name and street address of the incorporator of this corporation is REYNOLDS G. GRUBER, 1516 Sautern Dr., Fort Myers, FL 33919.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on this 8th day of February 2002.



REYNOLDS G. GRUBER, Incorporator


STATE OF FLORIDA

COUNTY OF LEE

The foregoing Articles of Incorporation were acknowledged before me by Reynolds G. Gruber, as incorporator, (☒) who is personally known to me or () who has produced _____ as identification on this 8th day of February 2002.



K. DeOreo
MY COMMISSION # DD081269 EXPIRES
December 30, 2005
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public
Print Name: K. DeOreo
My commission expires: 12-30-05
[SEAL]

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 8th day of February 2002.



REYNOLDS G. GRUBER, Registered Agent