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02 FEB 15 PM 2:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

500004849985--4
-01/31/02--01023--001
*****78.75 *****78.75

Monday, January 28, 2002

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

Sent By: U.S. Mail

RE: Incorporation of ATSG, Inc.

Dear Sir or Madam:

Enclosed are the completed Articles of Incorporation of ATSG, Inc. In addition, I have enclosed a check for \$78.75 to cover the various fees.

If there are any questions, please contact me.

Sincerely yours,

Sherry V. Murphy

Sherry V. Murphy
Administrative Assistant

Enclosures

3810-4 Williamsburg Park Boulevard · Post Office Box 56315 · Jacksonville, Florida 32241-6315
(904) 636 - 0730 · Fax (904) 739 - 6611

ATSG Articles of Inc Ltr.

CB219
W023423



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 5, 2002

SHERRY V. MURPHY
P.O. BOX 56315
JACKSONVILLE, FL 32241-6315

SUBJECT: ATSG, INCORPORATED
Ref. Number: W02000003423

We have received your document for ATSG, INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 202A00007121

**ARTICLES OF INCORPORATION
OF
ATSG Aeronautic and
Resource Corporation**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is:

ATSG Aeronautic and Resource Corporation

Its business shall be conducted in the United States and its possessions and in all foreign countries, wherever necessary or convenient.

ARTICLE II. BUSINESS

The general nature of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

ARTICLE III. CAPITAL STOCK

The authorized capital stock of this corporation shall be five hundred (500) shares of common stock, each share having a par value of \$1.00.

ARTICLE IV. TERM

The term for which this corporation is formed is and shall be perpetual or until dissolved according to law.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

350 Crossings Blvd, Ste 514
Orange Park, FL 32073

The name of the initial registered agent of this corporation at that address is:

Julie Andrews

The principal office and the mailing address of this corporation is:

350 Crossings Blvd, Ste 514
Orange Park, FL 32073

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

NAME

STREET ADDRESS

Julie Andrews

350 Crossings Blvd, Ste 514
Orange Park, FL 32073

ARTICLE VII. INCORPORATORS

The name and address of the persons signing these Articles is:

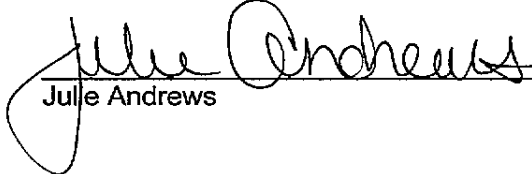
NAME

STREET ADDRESS

Julie Andrews

350 Crossings Blvd, Ste 514
Orange Park, FL 32073

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal of this Tuesday, February 12, 2002.


Julie Andrews (SEAL)

STATE OF FLORIDA)
 : ss
COUNTY OF DUVAL)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Julie Andrews known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid.

Date: February 12, 2002


Notary Public State of Florida

My Commission Expires:



Landen R. Blair
Commission # DD 010537
Expires April 29, 2003
Bonded Through
Atlantic Bonding Co., Inc.

FILED

02 FEB 15 PM 2:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.**

Pursuant to Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **ATSG Aeronautic and Resource Corporation** desiring

to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 350 Crossings Blvd, Ste 514, City of Orange Park, County of Clay, State of Florida, has named Julie Andrews located at 350 Crossings Blvd, Ste 514, City of Orange Park, County of Clay, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By


Julie Andrews, Registered Agent