

LAW OFFICES
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Certified As a Civil Trial Lawyer By
The National Board of Trial Advocacy
And the Florida Bar

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Secretary of State
Corporations Division
The Capitol
Tallahassee, Florida 32301

Re: WCAT, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation to be filed with your office, for the captioned corporation.

Also, enclosed is my check payable to the Secretary of State in the amount of \$ 125.00 which represents the filing fee, Charter Tax and certificate of incorporation.

After this corporation has been filed and issued a charter Number, please return the original Certificate of Incorporation and a copy of the Articles to me along with your confirmation of filing.

Should you have any problems or questions concerning this matter, please contact me immediately at the telephone number listed above.

Sincerely yours,

A. Woodson Isom, Jr.
A. Woodson Isom, Jr.

AWI
Enclosure

SECRETARY OF STATE
TALLAHASSEE FLORIDA

02 APR -5 AM 9:57

FILED

[Signature]

ARTICLES OF INCORPORATION
OF
WCAT, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of the corporation is WCAT, INC. whose business address is 101 South Franklin Street, Suite 101, Tampa, Florida 33602 and whose billing address is 101 South Franklin Street, Suite 101, Tampa, Florida 33602.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation by the Department of the State of Florida.

ARTICLE III - PURPOSES

The purpose or purposes for which the corporation is organized is to operate, buy, sell and lease aircraft, and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other laws, or by those Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not

forbidden by the law of the state, territory, district, or possession of the United States or by the foreign country.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Capital Stock with a par value of \$ 1.00 per share.

ARTICLE V - QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the corporation's by-laws, all of the shares entitles to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address in Florida of the initial registered office of the corporation is 101 South Franklin Street, Suite 101, Tampa, Florida 33602 and the name of the initial registered agent at such address is A. Woodson Isom, Jr..

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one Member, who need not be a resident of the State of Florida or shareholder of the corporation. The number of directors may be either increased or diminished from time to time in the manner provided in the by-laws but shall never be less than one (1). The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified is as follows:

A. Woodson Isom, Jr. 101 South Franklin Street, Suite 101, Tampa, Fl 33602.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator is:

A. Woodson Isom, Jr., 101 South Franklin St. Suite 101, Tampa, FL
33602

IN WITNESS WHEREOF, the undersigned has made and subscribed
these Articles of Incorporation at Tampa, Hillsborough County,
Florida on this 1st day of April, 2002.



A. Woodson Isom, Jr.
Incorporator

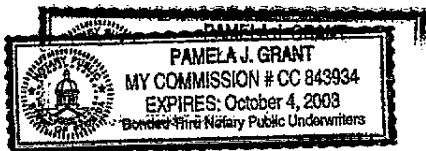
STATE OF FLORIDA

COUNTY OF Hillsborough

THE FOREGOING was acknowledged before me by A. Woodson Isom,
Jr, personally known to me, this 1st day of April, 2002.


Notary Public, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

That WCAT, INC. desiring to organize to qualify under the laws
of the state of Florida, with its principal place of business in
City of Tampa, County of Hillsborough, State of Florida, has named
A. Woodson Isom, Jr. as its agent to accept service of process
within Florida.



A. Woodson Isom, Jr.

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, 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 1st day of April, 2002.



A. Woodson Isom, Jr.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA