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REFERENCE : 668160 7293438

AUTHORIZATION :

Patricia Figueira

COST LIMIT : \$ 96.25

FILED
2002 JUL 18 AM 11:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : July 17, 2002

ORDER TIME : 9:20 AM

ORDER NO. : 668160-005

CUSTOMER NO: 7293438

CUSTOMER: James L. Nichols, Esq
James Larry Nichols, P.a.

000006484100--0

Suite 204
8191 College Parkway
Fort Myers, FL 33919

DOMESTIC FILING

NAME: ROYAL PALM AIRLINE SERVICES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY

XX (1) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

RECEIVED
02 JUL 18 AM 10:26
8/18/02

ARTICLES OF INCORPORATION
OF
ROYAL PALM AIRLINE SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME.

The name of this Corporation shall be ROYAL PALM AIRLINE SERVICES, INC.

ARTICLE II. COMMENCEMENT & DURATION.

The existence of the Corporation will commence upon filing as provided by the laws of the State of Florida, and will continue thereafter perpetually.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business of this Corporation and its mailing address shall be 15230 Briarcrest Circle, Fort Myers, Florida 33912.

ARTICLE IV. NATURE OF BUSINESS.

This Corporation is being formed to deal in all respects with providing services to the airline industry, and all direct and indirect related activities of every kind and nature. This is not intended to limit the Corporation, and, it is specifically authorized to transact any and all lawful business which corporations formed under the Florida Business Corporation Act may transact.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7500) shares of common stock of the same class, each having a par value of one (\$1.00) dollar. The Shareholders of this Corporation shall have no preemptive rights.

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ARTICLE VI. REGISTERED AGENT & ADDRESS.

The name and mailing address of the initial registered agent is as follows:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

JAMES LARRY NICHOLS
8191 College Parkway, Suite 204
Fort Myers, Florida 33919

and, the street address of the Corporation's initial registered office is:

8191 College Parkway, Suite 204
Fort Myers, Florida 33919

ARTICLE VII. INCORPORATOR.

This Corporation has one incorporator whose name and address is as follows:

JAMES LARRY NICHOLS
8191 College Parkway, Suite 204
Fort Myers, Florida 33919

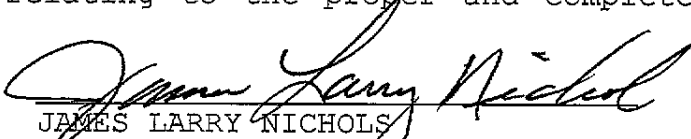
ARTICLE VIII. DIRECTORS.

The number of members of the Board of Directors of this Corporation will be determined from time to time by the Shareholders, but shall never be less than one (1). It will, initially, have one (1) Director, whose name and street address is as follows:

Patrick J. Sheridan
15230 Briarcrest Circle
Fort Myers, Florida 33912.

Donald Freche
402 McGregor Park Circle
Fort Myers, Florida 33908

THE UNDERSIGNED has executed these Articles of Incorporation this 12, day of July, 2002. Having been named Registered Agent, I hereby accept and am familiar with the obligations of being registered agent of this Corporation, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.


JAMES LARRY NICHOLS
Incorporator and Registered Agent