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JOHN S. DZURAK

ATTORNEY AT LAW

Certified Circuit Civil Mediator

Post Office Box 510400

306 EAST OLYMPIA AVENUE

PUNTA GORDA, FLORIDA 33951-0400

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September 16, 2002

Secretary of State

Division of Corporations

P. O. Box 6327

Tallahassee, FL 32314

Re: **SkyQuest, Inc.**

400007853664--2
-09/19/02--01084--004
*****70.00 *****70.00

Dear Sirs:

Please find enclosed an original and one copy of Articles of Incorporation for the above-referenced corporation.

Also enclosed is my check in the amount of \$70.00, representing the following:

\$ 35.00 - Filing fee

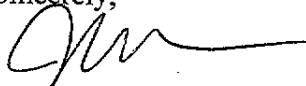
\$ 35.00 - Resident agent fee.

We do not wish to receive a certified copy of the Articles, only proof of filing and document number. Please return the proof of filing to our office.

Also enclosed is Application for registration of Fictitious Name, along with our check in the amount of \$50.00.

Thank you very much for your cooperation in this matter.

Sincerely,



JOHN S. DZURAK

FILED
22 SEP 26 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JSD:gm

enclosures

xc: Jeffrey Dick

W 2 27396

mc 9/27



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 20, 2002

JOHN S DZURAK ESQ
P O BOX 510400
PUNTA GORDA, FL 33951-0400

SUBJECT: SKYQUEST, INC.
Ref. Number: W02000027396

We have received your document for SKYQUEST, INC. and your check(s) totaling \$70.00. 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) 245-6904.

Freida Chesser
Corporate Specialist
New Filings Section

Letter Number: 202A00053663

9/24/02: We are returning Articles. New selection of name - "Aircraft Depot, Inc.". I understand, via my phone call to your office of this date that this name is available. Thank you for your assistance.

Gail Manley
Assistant to Attorney Dzurak

ARTICLES OF INCORPORATION

OF

AIRCRAFT DEPOT, INC.

FILED
02 SEP 26 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, **JOHN S. DZURAK, ESQUIRE**, as Incorporator, do hereby create and sign these Articles, as Incorporator, for the purpose of forming a Corporation as provided under the laws of the State of Florida.

I.

The name of the corporation shall be:

AIRCRAFT DEPOT, INC.

II.

The said corporation is hereby empowered to engage in any or all of the following business operations, and to perform all necessary and proper lawful acts in connection therewith, as are or may be authorized by law:

A. To do and perform all of the acts and things and to exercise all of the powers set out and enumerated in Florida Statutes, Chapter 607, (as amended), and to exercise all other powers provided by law to be exercised by corporations.

III.

Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock, without par value; no other class or type of stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

IV.

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 or she already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

V.

This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

VI.

The principal and registered office of the corporation is to be located at Hangar # 115, 28000 Airport Road, Punta Gorda, Florida 33950; and the name of its initial Registered Agent is **JEFFREY DICK**, whose mailing address is Hangar # 115, 28000 Airport Road, Punta Gorda, Florida 33950. The mailing address of the corporation is Hangar # 115, 28000 Airport Road, Punta Gorda, Florida 33950.

The acceptance by the Resident Registered Agent is attached hereto as Exhibit "A".

VII.

This corporation shall not have less than one Director initially elected, in accordance with the corporation By-Laws. The said Board of Directors may, by resolution, designate one of their number to constitute an Executive Committee, which, to the extent provided in such resolution, or in the By-Laws of the corporation, shall have any may exercise the powers of the Board of Directors.

The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

VIII.

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IX.

The names and addresses of the first Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JEFFREY DICK	Hangar # 115, 28000 Airport Road Punta Gorda, Florida 33950
WILLIAM TURNER	Hangar # 115, 28000 Airport Road Punta Gorda, Florida 33950

The Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

X.

The first President of the corporation shall be **JEFFREY DICK**, and the first Secretary/Treasurer shall be **WILLIAM TURNER**. Said officers shall, likewise, hold office for the first year of existence of the corporation, or until his successor is elected and has qualified.

XI.

The names and post office addresses of the subscribers hereto, the number of share of stock each agrees to take, and the amount to be paid therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>
JEFFREY DICK	Hangar # 115 28000 Airport Road Punta Gorda, Florida 33950	50	\$ 500.00
WILLIAM TURNER	Hangar # 115 28000 Airport Road Punta Gorda, Florida 33950	50	\$ 500.00

The aggregate value of such shares shall not be less than the paid sum of One Thousand Dollars of capital, within which the corporation shall begin business.

XII.

Shares held by the initial stockholders listed above may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be transferred and sold shall be further specified by written agreement among the shareholders and this corporation.

XIII.

All corporate powers shall be vested by or under the authority of, and the business affairs of this corporation, shall be managed under the direction of the shareholders of this corporation.

XIV.

Directors of this corporation need not be residents of the State of Florida.

XV.

This corporation may also qualify under the provisions of Section 1244 of the

Internal Revenue Code, which section permits ordinary loss treatment, when either the holder of Section 1244, stock sells or exchanges such stock at a loss, or when such stock becomes worthless.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of September, 2002.

Gail Manley
Witness

Harvey J. Sol
Witness

John S. Dzurak
JOHN S. DZURAK, Incorporator
P. O. Box 510400
Punta Gorda, Florida 33950

STATE OF FLORIDA
COUNTY OF CHARLOTTE

SWORN TO, subscribed and acknowledged before me this 11th day of September, 2002, by JOHN S. DZURAK, Incorporator, who is personally known to me.

My commission expires:

Gail Manley
Gail Manley
Notary Public - State of Florida

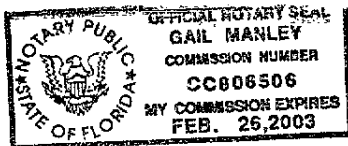


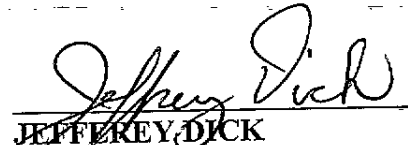
EXHIBIT "A"

**CERTIFICATE DESIGNATING REGISTERED
OFFICE AND REGISTERED AGENT**

That **AIRCRAFT DEPÔT, INC.**, desiring to organize under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, located at Hangar # 115, 28000 Airport Road, Punta Gorda, Florida 33950, has named **JEFFREY DICK**, located at Hangar # 115, 28000 Airport Road, Punta Gorda, Florida 33950 and whose mailing address is the same, as its agent to accept service of process within this state

Having been named to accept service of process for **AIRCRAFT DEPÔT, INC.** the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated: September 11, 2002.


JEFFREY DICK
Registered Agent

FILED
02 SEP 26 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA