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FLORIDA PROFIT CORPORATION OR P.A.

Cruzan Aviation, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
CRUZAN AVIATION, INC.

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name and address of this corporation shall be:

CRUZAN AVIATION, INC.
1000 WEST MAIN STREET
LEESBURG, FL 34748

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 100 shares of common stock each with a par value of One Dollar (\$1.00).

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

NAME

ADDRESS

PHILLIP S. SMITH

1000 West Main Street
Leesburg, FL 34748

The name and address of the sole Director is:

NAME

ADDRESS

PHILLIP S. SMITH

1000 West Main Street
Leesburg, FL 34748

Phillip S. Smith
Florida Bar #0999040
McLin & Burnsed, P.A.
1000 West Main Street
Leesburg, FL 34748
Telephone: 352/787-1241
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ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- D. Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by a board of one (1) director. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote.

Phillip S. Smith
Florida Bar #0999040
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1000 West Main Street
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C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX
Effective Date

The date that corporate existence shall begin and shall be October ____, 2002. This election is pursuant to Florida Statute 607.0203.

ARTICLE X
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 1000 WEST MAIN STREET, LEESBURG, FL 34748 The name of the Registered Agent of this corporation is PHILLIP S. SMITH at the above office address.

ARTICLE XI
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 11th day of October, 2002.


PHILLIP S. SMITH

Phillip S. Smith
Florida Bar #0999040
McLin & Burnsed, P.A.
1000 West Main Street
Leesburg, FL 34748
Telephone: 352/787-1241
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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

I hereby accept to act as initial Registered Agent for CRUZAN AVIATION, INC. as stated
in these Articles of Incorporation.

Dated: the 11th day of October, 2002.



PHILLIP S. SMITH

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TALLAHASSEE FLORIDA

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