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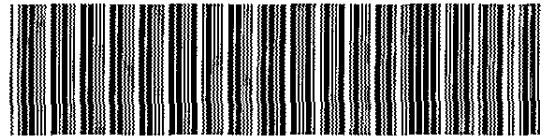
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GRAYHARRIS
ATTORNEYS AT LAW

WENDY J. WISNIEWSKI
REAL ESTATE PARALEGAL

*put in
our box
for pick-up*

November 21, 2002

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: ALCC Aviation Management, Inc.

Dear Madam/Sir:

Enclosed are an original and two (2) copies of the Articles of Incorporation and a check for:

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.50 Filing Fee & Certificate of Status	<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy (Add'l Copy Required)	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status (Add'l Copy Required)
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If you have any questions or require additional information, please do not hesitate to call me directly at 407-418-6540.

Very truly yours, _

Wendy J. Wisniewski

Wendy J. Wisniewski
Paralegal for W. Terry Costolo, Esq.

Enclosures

GRAY, HARRIS & ROBINSON, P.A.

SUITE 1400
301 EAST PINE STREET (32801)
P.O. BOX 3068
ORLANDO, FLORIDA 32802-3068
TEL 407-843-8880
FAX 407-244-5690
WEB grayharris.com

WRITER'S DIRECT DIAL

407-418-6540

E-MAIL ADDRESS

wwisniewski@grayharris.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ALCC AVIATION MANAGEMENT, INC.**

The undersigned, acting as the Incorporator of ALCC AVIATION MANAGEMENT, INC., a Florida corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation:

ARTICLE I - NAME

The name of the Corporation is ALCC AVIATION MANAGEMENT, INC. The mailing address of the Corporation shall be 247 North Westmonte Drive, Altamonte Springs, Florida 32714.

ARTICLE II- CORPORATE EXISTENCE

The Corporation will exist commencing on the date of filing these Articles of Incorporation with the Florida Department of State.

ARTICLE III – DURATION

The Corporation will exist perpetually.

ARTICLE IV – PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V – CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Cent (\$0.01) per share.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be:

301 E. Pine Street, Suite 1400
Orlando, Florida 32801

The name of the initial registered agent of the Corporation at that address shall be:

W. Terry Costolo

ARTICLE VII – INITIAL BOARD OF DIRECTORS

A. The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one.

B. The name and address of the initial director of the Corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Robert M. Picerne	247 North Westmonte Drive Altamonte Springs, FL 32714

ARTICLE VIII – INCORPORATOR

The name and address of the person signing these Articles is

Name

Address

W. Terry Costolo

301 East Pine Street, Suite 1400
Orlando, Florida 32801

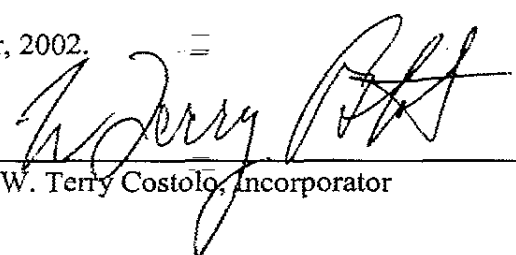
ARTICLE IX – BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X – AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of November, 2002.

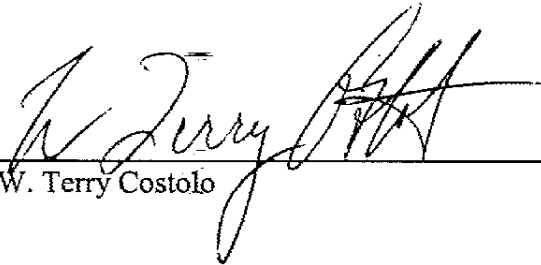


W. Terry Costolo, Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTER AGENT

ALCC AVIATION MANAGEMENT, INC.

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.



W. Terry Costolo

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TALLAHASSEE, FLORIDA