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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 FEB 23 01 24 06

F. CHIDDER

FEB 27

4766

Phillip E. Kuhn, P.A.

ATTORNEY AT LAW

Licensed in Tennessee and Florida

1533 Tomahawk Trail
Lakeland, Florida 33813-3748
(863) 644-1482

February 11, 2003

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Quest Air Services Limited

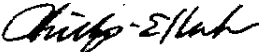
Dear Sir/Madam:

Enclosed for filing are Articles of Incorporation for the above named corporation.

Enclosed is our check for \$123.75 for the filing of the above. Please forward certified articles at your earliest convenience.

Thank you for your time and cooperation in this matter.

Sincerely,


Phillip E. Kuhn

PEK/nsk

Enclosures



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

February 18, 2003

PHILLIP E KUHN PA
1533 TOMAHAWK TRAIL
LAKELAND, FL 33813-3748

SUBJECT: QUEST AIR SERVICES LIMITED
Ref. Number: W03000004766

We have received your document for QUEST AIR SERVICES LIMITED and your check(s) totaling \$12375.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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: 803A00010681

ARTICLES OF INCORPORATION
OF
QUEST AIR SERVICES LIMITED, INC.

FILED
SECRETARY OF
TALLAHASSEE, FLORIDA
03 FEB 26 PM 2:46

I, the undersigned, do hereby certify that we have associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of corporations for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of said corporation.

ARTICLE I

NAME

The name of this Corporation shall be: QUEST AIR SERVICES LIMITED, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business or businesses to be transacted in which the corporation is authorized to transact, in addition to those authorized by the laws of the State of Florida and the powers of said Corporation, shall be as follows:

- 1] To engage in any activity or business authorized under the Florida statutes.
- 2] In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein before set forth to the same extent as a natural person might or could do.

3] To purchase or otherwise acquire, undertake, carry on, improve, or develop, all of any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to provisions of this certificate; and to hold, utilize, or in any manner dispose of the rights and property so acquired.

4] To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, rescind any of such contracts.

5] To exercise all or any of the corporate powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of corporations of profit.

6] To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7] The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this Corporation, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

8] To own, possess, manage, maintain, buy and sell airplanes, both wholesale and retail, to operate as a broker and/or agent, for private use and to the general public, nationally and internationally.

This Corporation may invest its funds in real estate, mortgages, stocks, bonds, and any other type of investment it deems prudent, and may own real and personal property necessary for the rendering of the services authorized hereby.

ARTICLE III

CAPITAL STRUCTURE

The capital stock of this Corporation shall be composed of One Thousand Shares (1,000) of Class "A" Common voting stock with a par value of One Dollar (\$1.00). The Class "A" Capital Stock shall be sold, assigned, issued and transferred only in accordance with the By-Laws of the Corporation as the Corporation may form from time to time, make, change, or alter with a lien reserved in favor of the Corporation upon all of its

capital stock for any indebtedness which may at any time be due by the holder of the same to the corporation and which shall be a lien thereon superior to all other liens and claims of every character and all assignments or transfer of stock of this corporation shall be subject thereto.

ARTICLE IV

CORPORATION POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This article may be amended from time to time in the By-Laws of the corporation by a majority vote of the stockholders of the corporation.

ARTICLE VI

EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

PRINCIPLE PLACE OF BUSINESS

The principle office of this corporation shall be located in the City of Lakeland, County of Polk, State of Florida, and the post office address of said principle office of the corporation shall be 2725 Derbyshire Avenue, Lakeland, Florida 33803.

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors of the Corporation shall be not less than one (1) nor more than six (6).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of each of the Directors, subject to the By-Laws, who shall hold office until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ms Janet D. Fleming	2725 Derbyshire Avenue Lakeland, FL 33803

ARTICLE IX

INITIAL REGISTRATION OFFICE

The street address of the initial registered office is 2725 Derbyshire Avenue, Lakeland, Florida 33803 and the name of the initial registered agent for service of process at that office is Ms Janet D. Fleming.

ARTICLE X

INCORPORATORS

The name and address of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Janet D. Fleming	2725 Derbyshire Avenue Lakeland, FL 33803

ARTICLE XI

RESTRICTIONS OF TRANSFER OF STOCK

Class "A" Common shares held by the shareholders in the corporation may not be resold or otherwise transferred to other persons without the written consent by all of the shareholders or unless first offered to the remaining shareholders or to the corporation.

The price and terms at which, at the time within which those shares may be offered and sold, shall be further specified by written agreement among all of the shareholders of the corporation.

This Article shall not be interpreted as a restriction on the right of any shareholder to have his/her entire stock holding rendered by the corporation. All stock certificates issued will be prominently marked "RESTRICTED", with notations made to the Articles of Incorporation and/or By-Laws of the corporation. A subsequent and properly executed Shareholders' Agreement by all the shareholders is deemed to override any provisions herein contrary to such agreement.

ARTICLE XII

GENERAL PROVISIONS

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation.

No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a Stockholder or officer of the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advise of council for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

The corporation shall indemnify any and all stockholders or officers, or any person who may have served at its request as a stockholder or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been stockholders or officers, or a stockholder or officer of the corporation, or of such other corporation except in relation to matters as to which any such stockholder or officer or former stockholder or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

In case of a criminal action, suit or proceeding, a conviction or judgment, (whether based on a plea of guilty or nolo contendere or its equivalent of, after trial) shall not be deemed adjudication that such misconduct in the performance of his duties, if such stockholder or officer or person was acting in good faith in what he considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal.

In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of stockholders or of any disinterested committee or group of persons to whom the question may be referred by the stockholders, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him for, or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

Such indemnification shall not be deemed exclusive of any rights to which those identified may be entitled under any By-Laws, agreement, vote of stockholders, or otherwise.

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of QUEST AIR SERVICES LIMITED, Inc.

WITNESS MY HAND THIS 10th DAY OF Feb, 2003.

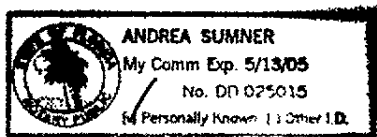
QUEST AIR SERVICES LIMITED, Inc.

Janet D. Fleming
by: JANET D. FLEMING

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this the 10th day of Feb, 2003, before me personally came JANET D. FLEMING, to me known to be the individual described in and who executed the within and foregoing Articles of Incorporation, and he acknowledge before me that he executed the same for the purposes therein expressed.

WITNESS MY HAND and official seal at Lakeland, Florida, the day and year last above written.



Andrea Sumner
NOTARY PUBLIC
Print Name: Andrea Sumner
Commission No: DP 025015
Commission Expires: 5/13/05

CERTIFICATE DESIGNATIVE PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First. That Janet D. Fleming, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Lakeland, Polk County, State of Florida, has named Janet D. Fleming, located at 2725 Derbyshire Avenue, Lakeland, Florida 33803, as its agent to accept service of process within this State.

ACKNOWLEDGMENT; (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


JANET D. FLEMING

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 FEB 26 PM 2:46