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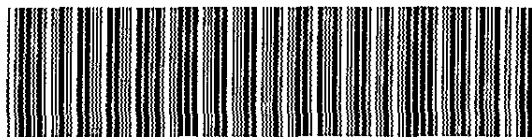
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2003 MAR 10 PM 1:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

3/12/03

307 Airport Pulling Rd. North
P.O. Box 7128, Naples, FL 34101
(239) 643-6263 Fax:(239)643-5243

Attorneys at Law
RICHARD D. SPARKMAN
JEFFREY C. QUINN
KAREN S. BEAVIN

LAW OFFICES

Sparkman & Quinn, P.A.

March 5, 2003

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

FILED
2003 MAR 10 PM 1:37
CLERK OF STATE
TALLAHASSEE FLORIDA

Re: AIR OPTIONS, INC.

Dear Sir:

In reference to the above, please find enclosed the following:

1. Articles of Incorporation of AIR OPTIONS, INC.
2. Designation of Registered Agent.
3. Check in the amount of \$122.50 covering the following:

a. Filing Fee	\$ 35.00
b. Registered Agent Fee	\$ 35.00
c. Certified Copy	\$ 52.50

Please file the original, certify the copy, and return same to this office.

Sincerely,



RICHARD D. SPARKMAN

RDS/t1

Enclosures as stated

ARTICLES OF INCORPORATION

OF

AIR OPTIONS, INC.

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2003 MAR 10 PM 1:37

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers, natural persons competent to contract, hereby present these Articles of Incorporation for the formation of a corporation under the laws of the State of Florida.

ARTICLE ONE

NAME

The name of this corporation is AIR OPTIONS, INC.

ARTICLE TWO

DURATION

The duration of this corporation shall be perpetual.

ARTICLE THREE

PURPOSE

The purpose of this corporation is the transaction of any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

STOCK

The corporation shall have authority to issue 7,500 shares of common stock consisting of one class only. The stock shall have a par value of \$1.00 per share.

ARTICLE FIVE

SUBSCRIBERS

The names and street addresses of the subscribers of the initial issue of stock under these Articles of Incorporation are Percy Wayne Harrell, 160 Peach Court, Marco Island, Florida 34145 and Sofia Harrell, 160 Peach Court, Marco Island, Florida 34145.

ARTICLE SIX

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office shall be 307 Airport Pulling Road North, Naples, Florida 34104. The name of the initial registered agent at such address shall be RICHARD D. SPARKMAN.

ARTICLE SEVEN

CORPORATION'S PRINCIPAL OFFICE

The corporation's principal address is 160 Peach Court, Marco Island, Florida 34145.

ARTICLE EIGHT

MANAGEMENT

The corporation shall be managed by the shareholders of the corporation instead of a Board of Directors.

ARTICLE NINE

INCORPORATORS

The names and addresses of the Incorporators are:

Percy Wayne Harrell
160 Peach Court
Marco Island, Florida 34145

75%

and

Sofia Harrell
160 Peach Court
Marco Island, Florida 34145.

25%


ARTICLE TEN

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed the foregoing Articles of Incorporation on this 5 day of March, 2003, in Naples, Collier County, Florida.

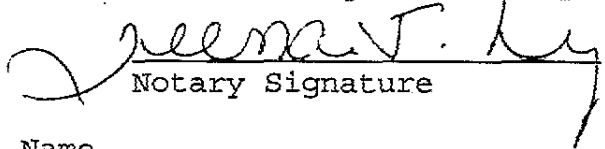

PERCY WAYNE HARRELL


SOFIA HARRELL

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared Percy Wayne Harrell and Sofia Harrell, known to me personally or identified to me by personally known to me as the persons described in and who executed the foregoing instrument, and acknowledge to and before me that they executed said instrument for purposes therein expressed.

WITNESS my hand and official seal, this 5 day of March, 2003.


Notary Signature

Printed Name _____

Seal: _____

Commission No. _____



DESIGNATION OF REGISTERED AGENT

PERCY WAYNE HARRELL and SOFIA HARRELL, the incorporators of AIR OPTIONS, INC. hereby designate RICHARD D. SPARKMAN of 307 Airport Pulling Road North, Naples, Florida 34104, to be the registered agent of AIR OPTIONS, INC. and RICHARD D. SPARKMAN by and through this document, hereby accepts the appointment to be registered agent of AIR OPTIONS, INC.

Percy Wayne Harrell
Incorporator
Sofia Harrell
Incorporator

SWORN TO and subscribed before me on this 5 day of March, 2003.

Teena J. Ley
Notary Public

Printed Name of Notary

Seal:

My Commission Expires:



Teena J. Ley
MY COMMISSION # CC871879 EXPIRES
October 28, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

WRITTEN ACCEPTANCE BY REGISTERED AGENT FOR

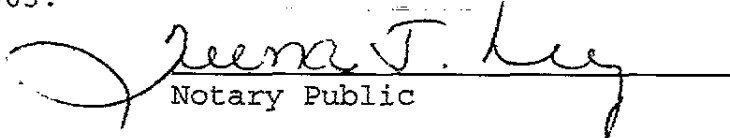
AIR OPTIONS, INC.

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.



RICHARD D. SPARKMAN

SWORN TO and subscribed before me on this 5 day
of March, 2003.


Notary Public

Printed Name of Notary Public

Seal:

My Commission Expires:



Teena J. Ley
MY COMMISSION # CC871879 EXPIRES
October 28, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

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TALLAHASSEE FLORIDA