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March 10, 2003


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

Re: **TRI-COUNTY AIRCRAFT RENTAL AND AIR SERVICES, INC.**

Dear Sir or Madam:

Enclosed are an original and one copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75 for filing fees, designation of registered agent, and certified copy of the articles. Thank you in advance for your assistance, and if you have any questions please feel free to call me or my assistant, David.

Sincerely,


Kerry Adkison

RKA/dlh

Enclosures

ARTICLES OF INCORPORATION
OF
TRI-COUNTY AIRCRAFT RENTAL
AND AIR SERVICES, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

Article I

The name of the Corporation ("Corporation") is TRI-COUNTY AIRCRAFT RENTAL AND AIR SERVICES, INC.

Article II

The existence of the Corporation shall begin on the date these articles of incorporation are filed with the Department of State.

Article III

The street address and mailing address of the principal office of the Corporation is:

401 East Highway 90
Bonifay, Florida 32425

Article IV

The maximum number of shares this Corporation is authorized to issue is 600, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

Article V

The initial street address of the Corporation's registered agent is:

401 East Highway 90
Bonifay, Florida 32425

The initial registered agent for the Corporation at that address is Preston Haddock

Article VI

The initial board of directors shall consist of two (2) members. This number may be increased or decreased from time to time in accordance with the Corporation's by-laws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Preston Haddock
401 East Highway 90
Bonifay, Florida 32425

Gary Cushman
401 East Highway 90
Bonifay, Florida 32425

Article VII

The name and address of the person signing these articles of incorporation are:

Preston Haddock
401 East Highway 90
Bonifay, Florida 32425

Article VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

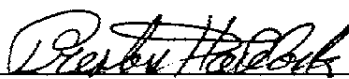
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation in January 7, 2003.



PRESTON HADDOCK

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TRI-COUNTY AIRCRAFT RENTAL AND AIR SERVICE, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under Florida Statute 607.0501(3).



PRESTON HADDOCK
January 7, 2003

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
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