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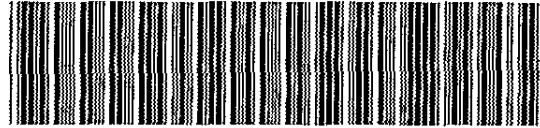
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TALLAHASSEE, FLORIDA

APR 01 2003

**KATTMAN & PINAUD**

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

4069 Atlantic Boulevard Jacksonville, Florida 32207

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John F. Kattman  
Donald E. Pinaud, Jr.

Beatrix B. Riley  
Certified Legal Assistant

March 24, 2003

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

**Re: Articles of Incorporation & Fees  
Last Flight Out, Inc.**

To Whom It May Concern:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for **Last Flight Out, Inc.**, a new corporation to be formed under the laws of Florida. I have checked the records of the Department of State on the internet ([www.sunbiz.org](http://www.sunbiz.org)) and confirmed that, as of today, there is no active corporation in Florida which uses this proposed name.

I enclose a check payable to the Department of State for the total sum of \$88.50, which amount consists of the filing fee of \$70.00, plus \$9.75 for a certified copy of the articles (9 pages), plus \$8.75 for a certificate of status.

Should you have any questions or concerns please do not hesitate to contact me at the address above.

With warmest regards, I remain

Very truly yours,

Donald E. Pinaud, Jr.

DEP/adl  
Enclosures (as stated)

**ARTICLES OF INCORPORATION  
OF  
LAST FLIGHT OUT, INC.**

**FILED**  
03 MAR 26 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby subscribe these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida under and pursuant to the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation shall be:

**LAST FLIGHT OUT, INC.**

**ARTICLE II**

The corporation's principal office and mailing address shall be: 4069 Atlantic Boulevard, Jacksonville, Florida 32207.

**ARTICLE III**

The general nature of the businesses to be transacted by the corporation shall be as follows:

(a) To buy, sell and otherwise dispose of, hold, own, mortgage, pledge and otherwise encumber all kinds of personal property and general aviation aircraft, and to

trade and deal in the sales, service, delivery, supply and equipment of general aviation aircraft, all in connection with, but not limited to, the operation of various aspects of a business relating to or involving the use, ownership, operation, purchasing, selling, leasing and renting of general aviation aircraft.

(b). To produce, sell, market, trade in and otherwise be engaged in the business of producing, selling, and marketing, aerial photography.

(c) Without limit as to amount, to borrow money for the purpose of the corporation, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to issue, sell and dispose of bonds, notes, debentures or other obligations of the corporation from time to time for any of its objects and purposes, with or without security, and, if so determined, to secure the same by mortgage, pledge, deed of trust or otherwise.

(d) To acquire the good will, rights and property and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or corporation; to pay therefor in cash, the stock, bonds, notes, debentures or other obligations of the corporation, or otherwise or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(e) To employ its surplus earnings or accumulated profits from time to time as its Directors may determine, to purchase or otherwise acquire, to hold or otherwise utilize, and to reissue, sell or otherwise dispose of or turn to account, as its Directors may from time to time determine, the stocks, bonds, debentures or other securities of the corporation, to the extent permitted by law.

(f) To enter into, make, perform and carry out, without limit as to amount, contracts and arrangements pertaining to the business of the corporation, including, but not limited to, arrangements for the sharing of profits, union of interests, joint ventures, reciprocal concessions or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to obtain from any such governmental, municipal or public authority any rights, privileges or concessions which the corporation may think desirable to obtain, and to carry out, exercise and comply with any such rights, privileges and concessions.

(g) To have one or more offices, and to carry on its operations and to transact its business and promote its objects and purposes in any part of the world, either alone or with other individuals, firms, syndicates, partnerships, associations, corporation, authorities or other entities, without restriction as to place or amount, and to do all lawful acts and things necessary, suitable or proper 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.

IN GENERAL, and in connection with the foregoing, the corporation shall have and may use, exercise and enjoy all the powers of like corporations conferred by the corporation laws of the State of Florida, it being expressly provided that the enumeration of the objects, powers or purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the corporation, and that the objects, powers and purposes of the corporation specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

#### **ARTICLE IV**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares having a par value of \$1.00 per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and non-assessable.

#### **ARTICLE V**

The corporation shall have perpetual existence. The date of the commencement of corporate existence is the date of filing these Articles of Incorporation.

#### **ARTICLE VI**

The street address of the initial registered office of this corporation in Florida shall be 4069 Atlantic Boulevard, Jacksonville, Florida 32207, and its initial registered agent

at that address shall be Donald E. Pinaud, Jr. The Board of Directors may, from time to time, change the registered office and registered agent of the corporation upon notification to the proper authorities.

#### **ARTICLE VII**

The number of Directors of this corporation shall consist of one or more as fixed from time to time by the provisions of the By-Laws.

#### **ARTICLE VIII**

The names and street addresses of the members of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<b><u>NAME</u></b>	<b><u>STREET ADDRESS</u></b>
DONALD E. PINAUD, JR.	4069 Atlantic Boulevard Jacksonville, FL 32207
DARRELL L. SPARKS	4316 Lake Woodbourne Drive Jacksonville, Florida 32217

#### **ARTICLE IX**

The name and street address of the subscriber of these Articles of Incorporation is as follows:

NAME

STREET ADDRESS

DONALD E. PINAUD, JR.

4069 Atlantic Boulevard  
Jacksonville, FL 32207

ARTICLE X

In furtherance 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:

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

(2) Subject always to such By-Laws as may be adopted from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter and amend the By-Laws of the corporation, but any By-Law adopted, altered or amended by the Directors may be altered, amended or repealed by the stockholders.

(3) The corporation shall have four officers: a President, a Vice-President, a Secretary, and a Treasurer. Such officers shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws. Any two or more offices may be held by the same person.

(4) The names and addresses of the respective officers, who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
DONALD E. PINAUD, JR. President, Secretary and Treasurer	4069 Atlantic Boulevard Jacksonville, FL 32207
DARRELL L. SPARKS Vice-President	4316 Lake Woodbourne Drive Jacksonville, Florida 32217

#### ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, having hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true, all on this 24 day of March, 2003.

 (SEAL)  
DONALD E. PINAUD, JR.

STATE OF FLORIDA     )  
                                      ) SS.  
COUNTY OF DUVAL     )

Before me personally appeared this day DONALD E. PINAUD, JR., the party to the foregoing Articles of Incorporation, who is personally known to me or who presented a valid Florida Driver License as identification and who is known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and the acknowledged before me that she made, subscribed and acknowledged the foregoing Articles of Incorporation, as her voluntary act and deed and that the facts set forth herein are true and correct.

WITNESS my hand and official seal on this 24<sup>th</sup> day of March, 2003.

NOTARY PUBLIC

Sign *Bobbie L. Hagan*  
Print Bobbie L. Hagan

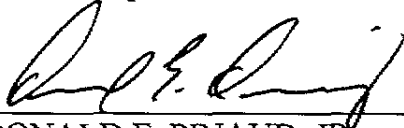
My Commission Expires:



Bobbie L. Hagan  
My Commission DD049037  
Expires August 12, 2005

**ACKNOWLEDGMENT**

Having been named registered agent to accept service of process for LAST FLIGHT OUT, INC. at the registered office designated in the Articles of Incorporation, I hereby accept such appointment and agree to act in this capacity and agree to comply with the provision of law relating to keeping said office open.



DONALD E. PINAUD, JR.  
Registered Agent

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03 MAR 26 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA