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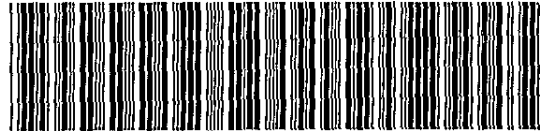
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09/16/03--01084--005 **78.75

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03 SEP 24 PM 2:34
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

W03-26813

bm 9/18

LAW OFFICES OF
**GOULD, COOKSEY, FENNELL,
O'NEILL, MARINE, CARTER & HAFNER, P.A.**

JOHN R. GOULD (1921-1988)
BYRON T. COOKSEY
DARRELL FENNELL
EUGENE J. O'NEILL*
CHRISTOPHER H. MARINE
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OF COUNSEL
SAMUEL A. BLOCK

*FL. BOARD CERTIFIED
CIVIL TRIAL AND
BUSINESS LITIGATION

**FL. BOARD CERTIFIED
WILLS, TRUSTS AND ESTATES

September 12, 2003

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

Re: Articles of Incorporation for Lone Eagle Aviation, Inc.

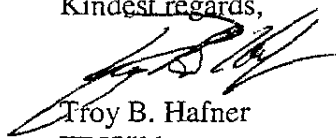
Dear Sir or Madame:

Enclosed for filing with your office is the original Articles of Incorporation of Lone Eagle Aviation, Inc. Also enclosed is this firm's check in the amount of \$78.75 representing payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	<u>8.75</u>
Total	<u>\$ 78.75</u>

An extra copy of the Articles of Incorporation is enclosed for your use in providing a certified copy to me once the Articles have been filed. Of course, if you should have any questions concerning the enclosed document, please do not hesitate to give me a call.

Kindest regards,



Troy B. Hafner
TBH/jkl
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 18, 2003

TROY B HAFNER
GOULD COOKSEY FENNELL ET AL.
979 VERO BEACHLAND BLVD
VERO BEACH, FL 32963

SUBJECT: LONE EAGLE AVIATION, INC.
Ref. Number: W03000026813

We have received your document for LONE EAGLE AVIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 803A00051835

***ARTICLES OF INCORPORATION
OF
LONE EAGLE AVIATION, INC.***

ARTICLE I

The name of the proposed corporation shall be LONE EAGLE AVIATION, INC.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be to market and sell sport aviation aircraft, and to engage generally in any activity or business permitted under the laws of the United States and of the State of Florida. The corporation shall also have the power to issue bonds, debentures or obligations for any lawful purpose of the corporation and to secure the same by encumbering any or all of its property and to sell or otherwise dispose of any or all of such bonds, debentures or obligations, all in such manner and upon such terms as the directors may deem proper; and to lend and advance money or give credit to such persons and on such terms as the directors may deem expedient, and in particular to customers and others doing business with the corporation and to give guarantee or become surety for any persons; to assist in the organization, development, financing and refinancing of other worthy business enterprises heretofore or hereafter carried on by any corporation, co-partnership, individual or individuals; to hold, vote and exercise all of the rights of holders and owners of such stock of other corporations and to delegate to any of its officers the power to hold, vote and exercise all the powers of any corporation, the stock of which shall be owned or controlled by this corporation, except as prohibited by law.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

The amount of capital stock authorized for the corporation is a maximum of one hundred (100) shares of common stock having a par value of \$.01 and which shall be issued as fully paid and non-assessable. The stock of this corporation shall be so assigned, issued and transferred only in accordance with such Bylaws as the corporation shall 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 unto the Company.

ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

The address of the principal office of the corporation is 190 N. Camelia Court, Vero Beach, Florida 32963, and the mailing address is the same.

ARTICLE VI

The street address of the initial registered office of this corporation is 979 Beachland Boulevard, Vero Beach, Florida 32963, and the name of the initial registered agent of this corporation at that address is Troy B. Hafner, Esquire.

ARTICLE VII

This corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Joseph Sylvia	1426 40th Avenue Vero Beach, Florida 32960
George F. Morris	190 N. Camelia Court Vero Beach, Florida 32963

ARTICLE VIII

The names and street addresses of the subscribers of this certificate of Articles of Incorporation and the number of shares of stock which the subscriber agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Joseph Sylvia	1426 40th Avenue Vero Beach, Florida 32960	50
George F. Morris	190 N. Camelia Court Vero Beach, Florida 32963	50

ARTICLE IX

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series, as to that which such shareholder already holds, shall have the right to purchase the shareholder's prorata share thereof (as nearly as may be done without issuance of a fractional share) at the price at which it is offered to others.

ARTICLE X

In furtherance, and not in limitation, of the powers conferred by the Laws of the State of Florida, the Board of Directors is expressly authorized:

To make and alter the Bylaws of this corporation;

To fix the amount to be reserved as working capital over and above the paid-in capital stock of this corporation;

To borrow money for the use of the corporation and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;

If the Bylaws so provide, to designate two or more of its number to constitute an Executive Committee, which Committee shall, for the time being, as provided in said resolution or Bylaws of this corporation, have and exercise any or all of the powers of the Board of Directors in the

management of the business and affairs of the corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its Bylaws confer power upon its directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by statute.

ARTICLE XI

In case of loss or destruction of a certificate of stock, no new certificates shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss or destruction and upon the giving of satisfactory security by bond or otherwise against loss to the corporation. Any such new certificate shall be plainly marked "duplicate" upon its face.

ARTICLE XII

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are stockholders in, or is a director or officer, or are directors or officers of, such other corporation, and any director or directors individually or jointly may be a party or parties to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm or corporation, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm or corporation.

ARTICLE XIII

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- (A) Any limitations or restraint upon the transferability, alienation or assignment of stock;
- (B) Any limitation or restraint upon the encumbrance or pledge of stock;

(C) Any agreements conferring preemptive right of purchase upon stockholders as conditions precedent to the sale of any stock;

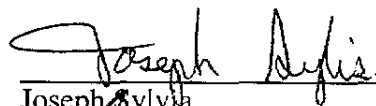
(D) Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and,

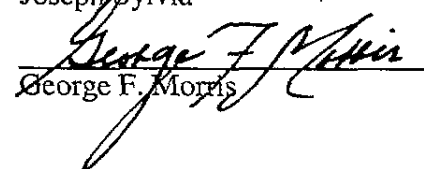
(E) Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by bylaws of the corporation.

ARTICLE XIV

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned, being the sole subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, do hereby make, subscribe, acknowledge and file this certificate, declaring and certifying the facts herein stated are true and do hereby agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly have set their hands and seals this 12th day of September, 2003.

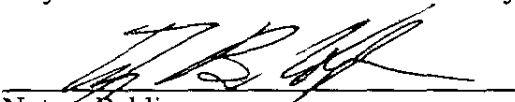
 (SEAL)
Joseph Sylvia

 (SEAL)
George F. Morris

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BE IT REMEMBERED, that on this 12th day of September, 2003, personally appeared before me, a Notary Public of the State of Florida, Joseph Sylvia, who has produced FL Div. Lic. as identification who is one of the parties to the foregoing certificate of Articles of Incorporation, and who has taken an oath and acknowledged the said certificate to be his act and deed, and that the facts therein stated are truly set forth for the purposes of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, on the day and year last above written.


Notary Public.
My commission expires:




Troy B. Hafner
Commission # DD120391
Expires May 22, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BE IT REMEMBERED, that on this 12th day of September, 2003, personally appeared before me, a Notary Public of the State of Florida, George F. Morris, who has produced FL. Div. Lic. as identification who is one of the parties to the foregoing certificate of Articles of Incorporation, and who has taken an oath and acknowledged the said certificate to be his act and deed, and that the facts therein stated are truly set forth for the purposes of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, on the day and year last above written.

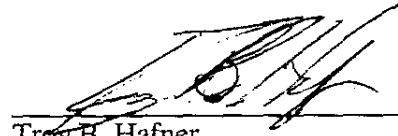

Notary Public.
My commission expires:



Troy B. Hafner
Commission # DD120391
Expires May 22, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of LONE EAGLE AVIATION, INC., and acknowledges that he is familiar with and accepts the obligations provided for in Florida Statute Section 607.0505.


Troy B. Hafner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA