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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



44-2-27

**ARTICLES OF INCORPORATION
OF
SHELL CREEK AVIATION, INC.**

FILED
04 FEB 23 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this Corporation shall be: **SHELL CREEK AVIATION, INC.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this Corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Department of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This Corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This Corporation shall have the authority to issue ONE HUNDRED (100) shares of Capital Stock at ONE DOLLAR (\$1.00) par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this Corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a *pro rata* share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

These shares are held subject to certain transfer restrictions imposed by this Corporation's Articles of Incorporation, a copy of which is on file at this Corporation's principal office.

ARTICLE VII. INITIAL OFFICERS

The number of Directors of this Corporation's initial Board of Directors shall be TWO (2). The number of officers may be increased or decreased from time to time, as provided in this Corporation's Bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the initial officers are:

President/Director	CLARENCE W. LEHEW 4944 Bronco Road Punta Gorda, Florida 33982
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Vice President/Director	CHERYL A. LEHEW
Secretary/Treasurer	4944 Bronco Road Punta Gorda, Florida 33982

ARTICLE VIII. INDEMNIFICATION

This Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this Corporation's initial principal office shall be:

4944 Bronco Road, Punta Gorda, Florida 33982

and the physical address of this Corporation's initial registered office shall be:

4944 Bronco Road, Punta Gorda, Florida 33982

The name of the individual who shall serve as this Corporation's initial Registered Agent at that address is:

CLARENCE W. LEHEW

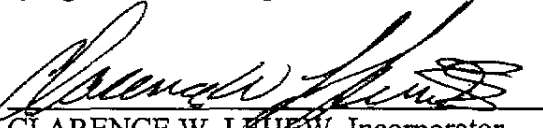
ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this Corporation's Incorporator is:

**CLARENCE W. LEHEW
4944 Bronco Road, Punta Gorda, Florida 33982**

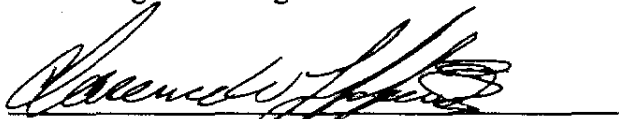
ARTICLE XI. AMENDMENT

This Corporation reserves the right to amend or repeal any provision in this Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


CLARENCE W. LEHEW, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby accept my designation as Registered Agent and agree to serve as the Registered Agent of SHELL CREEK AVIATION, INC. I hereby state that I am familiar with and accept the duties and responsibilities as Registered Agent for SHELL CREEK AVIATION, INC.


CLARENCE W. LEHEW, Registered Agent