

Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**TALBOTT AVIATION, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION

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OF

Talbott Aviation, Inc.

ARTICLE I

The name of this Corporation is:

Talbott Aviation, Inc.

ARTICLE II

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Prepared By:  
MARK E. GOLDSTEIN, ESQUIRE  
MARK E. GOLDSTEIN, P.A.  
2700 N. MILITARY TRAIL, SUITE 130  
BOCA RATON, FLORIDA 33431  
(561) 989-9955

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#### ARTICLE VII

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

#### ARTICLE VIII

The street address of the initial registered office of this Corporation is: 2700 N. Military Trail, Suite 130, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that address is: Mark B. Goldstein, and the principal place of business of the corporation is 140 N. Federal Highway, Boca Raton, Florida 33432.

#### ARTICLE IX

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Director of this Corporation is:

Gregory K. Talbott  
140 N. Federal Highway  
Boca Raton, Florida 33432

#### ARTICLE X

The name and address of the person or entity signing these Articles of Incorporation is:

Mark B. Goldstein  
2700 N. Military Trail, Suite 130  
Boca Raton, Florida 33431

#### ARTICLE XI

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this April 6, 2004.

Talbott Aviation, Inc., a Florida corporation

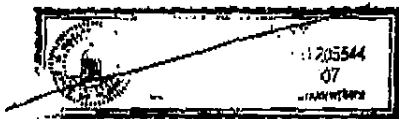
BY   
Mark B. Goldstein, Incorporator


STATE OF FLORIDA)

COUNTY OF PALM BEACH )

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared Mark B. Goldstein, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this April 6, 2004 in the County and State aforesaid.



  
PRINT NAME: F. M. Meaney  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires: April 28, 2007  
Commission No: \_\_\_\_\_

