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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

[Handwritten signature]
4/14/04



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 560693 10991A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 12, 2004

ORDER TIME : 10:0 AM

ORDER NO. : 560693-005

CUSTOMER NO: 10991A

CUSTOMER: A. Faxon Henderson, Jr., Esq
A. Faxon Henerson, Jr.

Suite 206
12773 W. Forest Hill Blvd.
Wellington, FL 33414

DOMESTIC FILING

NAME: TOP FLIGHT AIRCRAFT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

TRANSMITTAL LETTER

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Top Flight Aircraft, Inc.

Enclosed is an original and one copy of the Articles of Incorporation together with the Certificate of Designation of Registered Agent/Registered Office and Check 1329 for \$78.75, representing the following filing fees:

- (1) \$35.00 Articles of Incorporation.
- (2) \$35.00 Designation of Registered Agent.
- (3) \$8.75 Certificate of Status.

From: A. Faxon Henderson, Jr., Esquire
Post Office Drawer 3208
Palm Beach, Florida 33480

ARTICLES OF INCORPORATION
OF
TOP FLIGHT AIRCRAFT, INC.

FILED
2004 APR 12 A 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
Name

The name of this Corporation shall be Top Flight Aircraft, Inc.

ARTICLE II
Principal Office

The principal place of business and mailing address of this Corporation shall be 12773 West Forest Hill Boulevard, Suite 206, Wellington, Florida 33414

ARTICLE III
Shares

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV
Initial Registered Agent and Street Address

The name and street address of the initial registered agent is:

A. Faxon Henderson, Jr.	12773 West Forest Hill Boulevard, Suite 206 Wellington, Florida 33414
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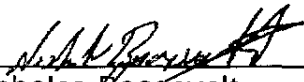
ARTICLE V
Incorporator

The name and address of the incorporator to these Articles of Incorporation is:

Nicholas Roosevelt

12773 West Forest Hill Boulevard, Suite 206
Wellington, Florida 33414

The undersigned incorporator has executed these Articles of Incorporation this
9 day of April, 2004.



Nicholas Roosevelt

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDER NAMED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Top Flight Aircraft, Inc.
2. The name and address of the registered agent and office is:

A. Faxon Henderson, Jr.
12773 West Forest Hill Boulevard, Suite 206
Wellington, Florida 33414

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


A. FAXON HENDERSON, JR.,

DATE: April 9, 2004.

FILED
2004 APR 12 A 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314