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(Requestor's Name)

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PICK-UP WAIT MAIL

(Business Entity Name)

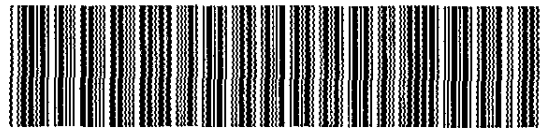
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6/25/04



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2004 JUN 25 P 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**Christopher W. Goller
11465 Perkle Rd.
Lakeland, FL 33809-1058.
Phone #863-585-3990**

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

June 16, 2004
Re: Wellington Aviation, Inc.

Dear Sir:

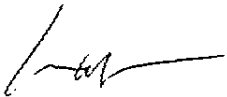
Enclosed please find duplicate originals of the Articles of Incorporation and Registered Agent Acceptance for the above referenced corporation. Please file these documents and return one (1) copy as a certified copy to the undersigned.

Also enclosed is my check number 788 in the amount of \$122.50 in payment of the following fees:

New corporation filing fee	\$35.00
Registered Agent filing fee	\$35.00
Certified copy of Articles of Incorporation	<u>\$52.50</u>
TOTAL FEES	<u>\$122.50</u>

Thank you in advance for your kind assistance.

Very truly yours,



Christopher W. Goller

Enc.: As noted

ARTICLES OF INCORPORATION
OF
WELLINGTON AVIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation pursuant to the Florida Business Corporation Act and does hereby adopt the following Articles of Incorporation:

Article I
Name

The name of this Corporation is Wellington Aviation, Inc.

Article II
Address

The street address of the initial principal office of the Corporation is 11465 Perkle Rd., Lakeland, FL 33809-1058.

The mailing address of the initial principal office of the Corporation is 730 S. Woodlawn Ave., Bartow, FL 33830-5451

Article III
Stock

The aggregate number of shares of stock which this Corporation is authorized to issue is one hundred (100) shares of common stock, each of which shall have a par value of One Dollar (US\$1.00).

Article IV
Registered Office And Agent

The street address of the initial registered office of this Corporation is and the name of this Corporation's initial registered agent at that office is:

Christopher W. Goller
11465 Perkle Rd.
Lakeland, FL 33809-1058.

Article V
Incorporator

The name and residence address of the Incorporator is:

Christopher W. Goller
11465 Perkle Rd.
Lakeland, FL 33809-1058.

Article VI
Directors

The Board of Directors shall consist of not less than one (1) nor more than five (5) Directors and shall be fixed by the By-Laws of the Corporation. The initial Board of Directors shall consist of one (1) Director, the name and residence address of which is:

Christopher W. Goller
11465 Perkle Rd.
Lakeland, FL 33809-1058.

Article VII
General Purposes

The general purpose for which this Corporation is formed is to transact any lawful business for which a corporation may be incorporated under the Florida Business Corporation Act and shall include, but in no way be limited to, aircraft leasing, sales and maintenance, and professional licensed aircraft pilot services.

Article VIII
Duration

This Corporation shall exist perpetually.

Article IX
Commencement of Existence

This Corporation shall be deemed to commence its existence as of the filing of these Articles with the Secretary of State of the State of Florida.

Article X

Amendments

These Articles of Incorporation may be amended, from time to time, by the affirmative vote of at least fifty-one (51) percent of the stockholders of the common stock of the Corporation.

In Witness Whereof, the undersigned has executed these Articles of Incorporation this 16 day of June 2004.

Christopher W. Goller, Incorporator

[Signature]

State of Florida:
County of Polk:

The foregoing instrument was acknowledged before me this _____ day of June 2004 by Christopher W. Goller, who is personally known to me or who has produced, as identification, the item described below.

Notary Public Maureen J. Roe
My Commission DD242008
Expires November 28, 2007

[Signature]

MAUREEN J. ROE
[Notary's printed or typed name]

[affix notary seal above]
My commission expires: _____

Item used as identification: PERSONALLY KNOWN
NOVEMBER 28, 2007

Registered Agent Acceptance

The undersigned is familiar with, and accepts, the obligations of being the registered agent for the above-named Corporation.

[Signature]
Registered Agent

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TALLAHASSEE, FLORIDA