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# PAUL SIDNEY ELLIOTT

ATTORNEY-MEDIATOR-ARBITRATOR

**OFFICE ADDRESS:**

THE FINANCIAL CENTERS, SUITE 133  
2701 WEST BUSCH BOULEVARD  
TAMPA, FLORIDA 33618-4578  
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September 21, 2004  
04-116

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Post Office Box 274204  
Tampa, Florida 33688-4204  
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**DEPARTMENT OF STATE**

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

**SUBJECT: BILLABONG AIR, INC.**

**FROM: PAUL SIDNEY ELLIOTT**

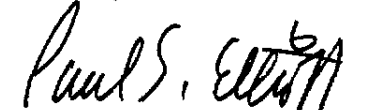
Post Office Box 274204  
Tampa, FL 33688-4204

Gentlemen:

Please find enclosed the original and two (2) copies of the executed **ARTICLES OF INCORPORATION OF BILLABONG AIR, INC.** and a check in the amount of **\$87.50** for Filing Fee, Certificate of Status and Certified Copy.

If there are any problems or questions, please call me. Thank you.

Sincerely,

  
**PAUL SIDNEY ELLIOTT**

PSE:cc  
Encls.

**ARTICLES OF INCORPORATION**  
**OF**  
**BILLABONG AIR, INC.**

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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I - NAME**

The name of the Corporation ("Corporation") is **BILLABONG AIR, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The street and mailing address of the Principal Office of the Corporation is 2202 N. Westshore Blvd., Fifth Floor, Tampa, FL 33607-5761.

**ARTICLE III - PURPOSE**

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - SHARES**

The maximum number of shares this Corporation is authorized to issue is 7,500, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V - REGISTERED AGENT**

The initial street address of the Corporation's registered office is 2202 N. Westshore Blvd., Fifth Floor, Tampa, FL 33607-5761. The initial registered agent for the Corporation at that address is **ROBIN AHLQUIST**.

**ARTICLE VI- BOARD OF DIRECTORS**

The initial board of directors shall consist of two (2) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

**NAME & ADDRESS**

**ROBERT D. BASHAM**  
2202 N. Westshore Blvd., Fifth Floor  
Tampa, FL 33607-5761

**NAME & ADDRESS**

**C. TODD ALLEY**  
Post Office Box 3127  
Tampa, FL 33601-3127

**ARTICLE VII - INCORPORATOR**

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


**NAME & ADDRESS**

**PAUL SIDNEY ELLIOTT**  
Post Office Box 274204  
Tampa, FL 33688-4204

**ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 21 day of September, 2004.

  
**PAUL SIDNEY ELLIOTT**  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **BILLABONG AIR, INC.**, at the place designated in this certificate, I 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.

  
ROBIN AHLQUIST

Dated this 21 day of September, 2004.

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