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FLORIDA PROFIT CORPORATION OR P.A.

Devlin Group Charters, Inc.

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**ARTICLES OF INCORPORATION
OF
DEVLIN GROUP CHARTERS, INC.**

ARTICLE I - NAME

The name of the corporation is: Devlin Group Charters, Inc. (the "Corporation").

ARTICLE II - ADDRESS

The address of the principal office and mailing address of the Corporation is 1548 The Greens Way, Suite 3, Jacksonville Beach, Florida 32250.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock, all of which shall be of the par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1548 The Greens Way, Suite 3, Jacksonville Beach, Florida 32250 and the name of its initial registered agent at such address is Edward R. McCue, Jr.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one and the name and address of such person who is to serve as member thereof are:

NAME	ADDRESS
Wallace R. Devlin, Jr.	1548 The Greens Way, Suite 3 Jacksonville Beach, Florida 32250

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator are Wallace R. Devlin, Jr., 1548 The Greens Way, Suite 3, Jacksonville Beach, Florida 32250.

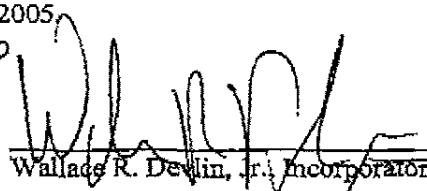
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ARTICLE VII - AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of ~~January~~ ^{February}, 2005.


Wallace R. Devlin, Jr., Incorporator

FEB. 1. 2005 12:08PM

ROGERS TOWERS

NO. 0168—P. 4—

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the below 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 Devlin Group Charters, Inc.
2. The name and address of the registered agent and office are Edward R. McCue, Jr., 1548 The Greens Way, Suite 3, Jacksonville Beach, Florida 32250.

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.

Edward R. McCue, Jr.
Registered Agent

Date: 2-1-05

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