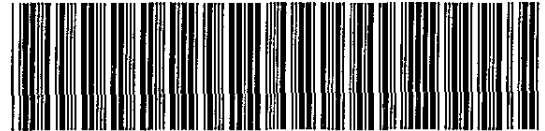


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R. JOHN COLE, II, P.A.
ATTORNEY AT LAW

46 NORTH WASHINGTON BOULEVARD, SUITE 24
SARASOTA, FLORIDA 34236

TELEPHONE (941) 365-4055

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**ARTICLES OF INCORPORATION
OF
AIRFLEET, INC.**

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 the corporation shall be:

AIRFLEET, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**9040 TOWN CENTER PARKWAY
SUITE 108
LAKEWOOD RANCH, FL 34202**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

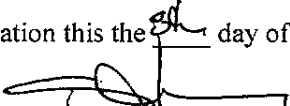
**R. JOHN COLE, II, P.A.
46 N. WASHINGTON BLVD.
SUITE 24
SARASOTA, FL 34236**

ARTICLE V INCORPORATOR

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

**CHARLES J. HELLIER
9040 TOWN CENTER PARKWAY
SUITE 108
LAKEWOOD RANCH, FL 34202**

The undersigned has executed these Articles of Incorporation this the 21 day of March, 2005.



CHARLES J. HELLIER, INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned 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:

AIRFLEET, INC.

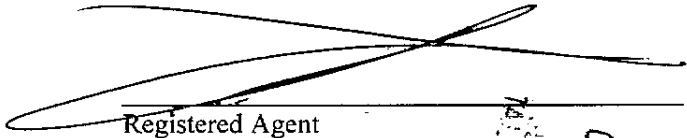
2. The name and address of the registered agent and office is:

CHARLES J. HELLIER
9040 TOWN CENTER PARKWAY
SUITE 108
LAKWOOD RANCH, FL 34202



CHARLES J. HELLIER
Date: 03/08/05
Title: INCORPORATOR

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.



Registered Agent

DATE: 3-8-05

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TALLAHASSEE, FLORIDA