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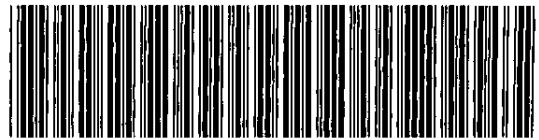
(Business Entity Name)

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HENDERSON & CARTA

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*BOARD CERTIFIED-REAL ESTATE

November 20, 2008

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Amendment for Kempe Aviation, Inc.

Enclosed for filing, please find the original and a copy of Articles of Amendment for the above referenced, along with a check in the amount of \$78.75 to cover said filing fees and fee for certified copy thereof.

Please return the certified copy to my office in the self addressed stamped envelope enclosed for your use. Thanking you in advance for your speedy cooperation regarding this matter. Please feel free to contact my office should you have any questions or concerns.

Sincerely yours,

Robert P. Henderson / ald

Robert P. Henderson

(Dictated by Robert P. Henderson. Signed in his absence to avoid delay.)

Enclosures (3)

RPH/ald

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**Articles Of Incorporation
Of
KEMPE AVIATION, INC.**

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DIVISION OF CORPORATIONS
2008 NOV 24 PM 1:04

The undersigned hereby forms a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

ARTICLE I

The name of this corporation shall be KEMPE AVIATION, INC.

ARTICLE II

This corporation is to have perpetual existence. The existence of this corporation shall commence upon its filing of its Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III

The purpose for which this corporation is organized is to provide private aircraft personnel, including pilots, and to do all and every lawful act and actions which corporation may be incorporated for under the laws of Florida.

ARTICLE IV

The corporation is authorized to issue one class of common stock of One Thousand (1000) Shares having a par value of One Dollar (\$1.00) per share, fully paid and non-assessable. Such stock may be issued for cash, property, labor, services or goodwill as may be determined by the Board of Directors.

ARTICLE V

This corporation reserves the right to redeem all or such portion of its issued and outstanding stock as the Board of Directors may from time to time determine. The method of call, the manner of determining which stock shall be redeemed and the purchase price at redemption, which price shall not be less than the book value of said stock as reflected on the corporate financial books and records, shall be specified in the By-Laws.

ARTICLE VI

The initial principal office of the corporation will be located at 5933 Tarpin Gardens Circle, Unit 101, Cape Coral, FL 33914.

ARTICLE VII

The street address of the initial registered office of this corporation is 5933 Tarpin Gardens Circle, Unit 101, Cape Coral, FL 33914, and the name of the initial Registered Agent of this corporation shall be SCOTT A KEMPE.

NAME	TITLE	ADDRESS
SCOTT A KEMPE		5933 Tarpin Gardens Circle Unit 101 Cape Coral, FL 33914
JUDITH F. KEMPE		5933 Tarpin Gardens Circle Unit 101 Cape Coral, FL 33914

ARTICLE IX

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

NAME	TITLE	ADDRESS
SCOTT A KEMPE		5933 Tarpin Gardens Circle Unit 101 Cape Coral, FL 33914

ARTICLE X

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in this corporation.

ARTICLE XI

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in the Board of Directors and the stockholders.

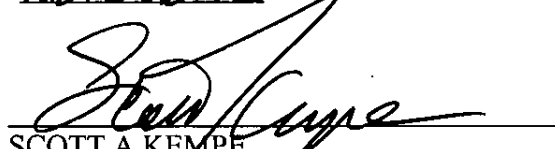
ARTICLE XII


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation at Fort Myers, Florida this 19 day of NOVEMBER, 2008.

WITNESSETH:


 Print Name: ROBERT P. HENDERSON

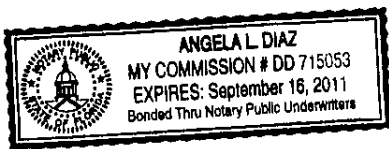

 SCOTT A KEMPE


 Print Name: Angela Diaz

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared SCOTT A KEMPE, () who produced FLN# K510-781-46-459-0, as identification or () who is personally known to me, and who acknowledged to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my official hand and seal this 19th day of NOVEMBER, 2008.
(SEAL)



[Signature]
Notary Public
My Commission Expires: _____

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2008 NOV 24 PM 1:04

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Florida Statutes, the following is submitted:
First -- that KEMPE AVIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business is at 5933 Tarpin Gardens Circle, Unit 101, Cape Coral, FL 33914, State of Florida, has named SCOTT A KEMPE, located at 5933 Tarpin Gardens Circle, Unit 101, Cape Coral, FL 33914, as its agent to accept service of process within Florida.

[Signature]
SCOTT A. KEMPE, Corporate Officer
DATED: 11/19, 2008.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

[Signature]
SCOTT A KEMPE, Registered Agent
DATED: 11/19, 2008