

LAW OFFICES

HARRIS, BARRETT, MANN & DEW

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1500 WESTSHORE BOULEVARD
TAMPA, FLORIDA 33607 1020

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PLEASE REFER TO

Tampa Office

SUITE 1600 SOUTHEAST BANK BUILDING
150 SECOND AVENUE NORTH
P.O. DRAWING 1441
ST. PETERSBURG, FLORIDA 33731 1441
TELEPHONE (813) 692-1100
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SUITE 1 1101 PASADENA AVENUE SOUTH
SOUTH PASADENA, FLORIDA 33707 2094
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709 CONTANO DRIVE
SUN CITY CENTER, FLORIDA 33573
TELEPHONE (813) 633-3396
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121 NORTH OSCEOLA AVENUE, SUITE 300
P.O. BOX 2774
CLEARWATER, FLORIDA 34617
TELEPHONE (813) 447-7373
FAX (813) 447-2440

January 9, 1995

TERESA A. BARNETT
ROBERT E. BARTLE
CLAYTON D. BARNES
JAMES S. BARNES
DANIEL S. BARNES
WILLIAM F. BARNES
KEITH M. BARNES
DAVID S. BARNES
BRIAN J. BARNES
KIMBERLY A. BARNES
THOMAS D. BARNES
FRANK J. BARNES
THOMAS M. BARNES
THOMAS W. BARNES
MICHAEL D. BARNES
PATRICIA J. BARNES
KIMBERLY A. BARNES
EVELYN F. BARNES
MICHAEL A. BARNES
FRANK J. BARNES
DANIEL S. BARNES
DAVID S. BARNES
V. BARNES
CHARLES F. BARNES
WILLIAM F. BARNES
ELIZABETH S. BARNES
BRIAN J. BARNES

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
Domestic Filing Section
109 East Main Street
Tallahassee, Florida 32399

FILED 1 13 76 1 17
01/11/95 11:04 AM
***122.50 ***122.50

RE: AIRLINE TRANSPORT RESOURCES, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation of Airline Transport Resources, Inc., together with our check in the amount of \$122.50 to cover the following costs for this corporation:

Item	Amount
Filing Fees	\$35.00
Certificate of Registered Agent	35.00
Certified Copy of Charter	52.50
Total	\$122.50

Upon acceptance of the charters and the filing thereof by your office, please provide me with certified copies of same.

Sincerely,

HARRIS, BARRETT, MANN & DEW

Frank J. Greco
Frank J. Greco, Esquire

EFFECTIVE DATE

JAN 6 1995

FJG/dfi

T. BROWN JAN 12 1995

ABSENCE TO 1/11/95

ARTICLES OF INCORPORATION
OF
AIRLINE TRANSPORT RESOURCES, INC.

FILED
95 JAN 10 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

EFFECTIVE DATE

JAN 6 1995

ARTICLE I

NAME

The name of this corporation is AIRLINE TRANSPORT RESOURCES, INC.

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws
of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to
have outstanding at any time is 1,000 shares of common stock of 1.00 Dollar per share
par value.

ARTICLE IV

DURATION

This corporation is to exist perpetually, and its existence is to commence on the date of execution of these Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 8249 Siquita Drive N.E., St. Petersburg, Pinellas County, Florida 33702.

The name and street address of the initial registered agent of the corporation in the State of Florida is: Troy Holland, 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have four (4) directors, as follows:

<u>NAME</u>	<u>ADDRESS</u>
Denis C. Horgan	Siquita Drive NE St. Petersburg, FL 33702

David Bardeau

2501 S.E. Aviation Way, Suite E
Stuart, FL 34996

Richard Literati

13093 Hibiscus Avenue N.
Seminole, FL 34646

M.W. Davenport

PO Box 7633
St. Petersburg, FL 33734

ARTICLE VII

INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME

ADDRESS

Denis C. Horgan

8249 S. Siqulta Drive, NE
St. Petersburg, FL 33702

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any

appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE IX

BY-LAWS

The Initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

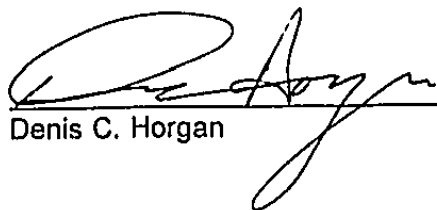
ARTICLE X

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: Denis C. Horgan

Dated this 6th day of January, 1995.

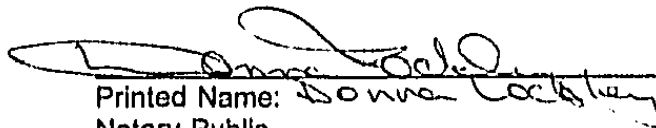


Denis C. Horgan

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 6th day of January, 1995, by Denis C. Horgan who is personally known to me or who has produced Florida Driver's License as identification, and who did take an oath.



Printed Name: Donna Lockley
Notary Public
My Commission Expires:
Serial Number:



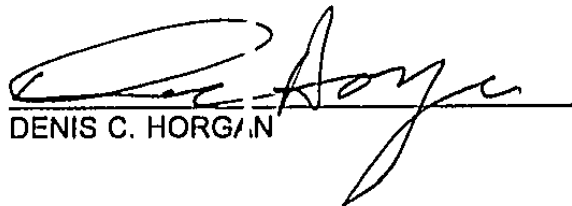
DONNA LOCKLEY
My Commission CC380040
Expires Jun. 24, 1998
Bonded by AND
800-852-5878

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
95 JAN 10 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

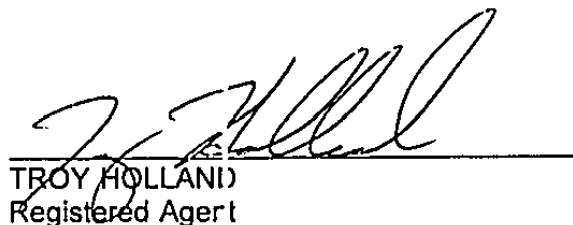
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
compliance with said Act:

First -- That AIRLINE TRANSPORT RESOURCES, INC., desiring to organize
under the laws of the State of Florida with its principal place of business in Hillsborough
County, Florida, has named TROY HOLLAND, located at 1715 N. Westshore Boulevard,
Suite 750, Tampa, Florida 33607, as its agent to accept service of process within this
state.


DENIS C. HORGAN

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provision of said Act relative to keeping open said office.


TROY HOLLAND
Registered Agent