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January 21, 1995

VIA EXPRESS MAIL
AIRBILL # B12772575W

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

01/20/95 01:10:00
*****7110 *****7110

Reference: Articles of Incorporation of Grassroots Aviation, Inc.

Dear Sirs:

Enclosed for registration are the articles of incorporation and the certificate designating the registered agent and registered office of Grassroots Aviation, Inc., together with a check in the amount of \$70.00 to cover the cost of these filings.

Please return the articles of incorporation and the certificate of incorporation to this office.

Very truly yours,

Hugh Kendall

HUGH F. KENDALL

HFK/sdh

Enclosures

cc: Lutricia J. Morris

FILED
1995 JAN 23 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

409 E. GAINES STREET, TALLAHASSEE, FL 32399

ARTICLES OF INCORPORATION
OF
GRASSROOTS AVIATION, INC

FILED
JUN 23 PM 1:15
TALLAHASSEE
SECRETARY OF STATE

The undersigned incorporator, in order to form a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation

1. Name. The name of the corporation is GRASSROOTS AVIATION, INC
2. Principal Office. The street address of the corporation's principal place of business is 1600 Airport Road, Fernandina Beach, Florida 32034.
3. Purpose. The corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation
4. Shares. The aggregate number of shares of stock, and the par value of such shares, that the corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of no par value common stock.
5. Registered Office and Registered Agent. The street address of the corporation's registered office in the State of Florida is 1600 Airport Road, Fernandina Beach, Florida 32034. The name of the corporation's registered agent at the registered office is Lutricia J. Morris.
6. Directors. The initial board of directors of the corporation shall consist of two (2) members. The names and street addresses of the initial directors of the corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected, are

K. C. Carroll
1600 Airport Road
Fernandina Beach, Florida 32034

Lutricia J. Morris
1600 Airport Road
Fernandina Beach, Florida 32034

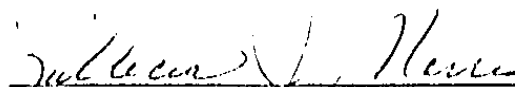
7. Incorporators. The names and addresses of the incorporators are:

K. C. Carroll
1600 Airport Road
Fernandina Beach, Florida 32034

Lutricia J. Morris
1600 Airport Road
Fernandina Beach, Florida 32034

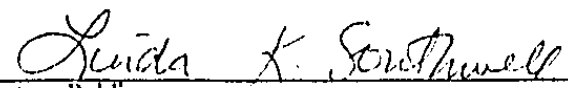
IN WITNESS WHEREOF, the undersigned incorporators have executed these
Articles of Incorporation on this 19 day of November, 1994.
January, 1995


K. C. CARROLL, Incorporator


LUTRICIA J. MORRIS, Incorporator

STATE OF FLORIDA
COUNTY OF NASSAU

January The foregoing instrument was acknowledged and sworn to before me this 18
day of November, 1994, by K. C. Carroll and Lutricia J. Morris, as the incorporators of
GRASSROOTS AVIATION, INC.


Notary Public

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires July 16, 1998

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires July 16, 1998

CERTIFICATE DESIGNATING THE REGISTERED AGENT
AND THE REGISTERED OFFICE

OF

GRASSROOTS AVIATION, INC

Pursuant to the provisions of Sections 607.034 and 607.325 of the Florida Statutes, the undersigned corporation, organized under the Florida General Corporation Act, submits the following statement designating the registered agent and registered office of the corporation in the State of Florida.

1. Name. The name of the corporation is GRASSROOTS AVIATION, INC.
2. Registered Agent and Registered Office. The name of the corporation's registered agent in the State of Florida is Lutricia J. Morris. The street address of the corporation's registered office in the State of Florida is 1600 Airport Road, Fernandina Beach, Florida 32034.

IN WITNESS WHEREOF, the undersigned corporation has executed this Designation of the Registered Agent and the Registered Office on this 18th day of November, 1995


K. C. CARROLL, President

FILED
JAN 23 PM 1:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Having been named to accept service of process for GRASSROOTS AVIATION, INC., at the address listed above, I 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, and I accept the duties and obligations of registered agent for GRASSROOTS AVIATION, INC. under the provisions of Section 607.325 of the Florida Statutes, this 18th day of November, 1995


LUTRICIA J. MORRIS, Registered Agent