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LAW OFFICES
BENNETT AND BEDSOLE

SUITE B

1750 HIGHWAY A1A SOUTH
ST AUGUSTINE, FLORIDA 32084

CHARLES R BENNETT
JAMES E BEDSOLE
ROBIN H CONNER

AREA CODE 904 471-1511
471-1508
TELECOPIER 471-1533

December 20, 1994

Florida Department of State
Division of Corporations
Post Office Box 6329
Tallahassee, Florida 32314

600001362636
-12/23/94--01057--011
****122.50 ****122.50

RE: SKYWAY INTERNATIONAL, INC.

Dear Sir and or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation, together with a check in the amount of \$122.50, representing payment of the following:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to my office.

Thank you in advance for your attention to this matter.

Very truly yours,


James E. Bedsole

FILED
1995 JAN 31 PM 1:25
TALLAHASSEE
SECRETARY OF STATE

Enclosures

JEB/kls/ltr/corporat/ltr

F. CHESSER JAN 31 1995

LAW OFFICES
BENNETT AND BEDSOLE, P.A.

SUITE B
1750 HIGHWAY A1A SOUTH
ST. AUGUSTINE, FLORIDA 32084
19041 4711011
TELECOPIER 19041 4711533

JAMES E. BEDSOLE
ROBIN H. CONNER

CHARLES R. BENNETT
JAN 1995

January 24, 1995

Florida Department of State
Division of Corporations
ATTN: Freida Chesser
Post Office Box 6327
Tallahassee, Florida 32314

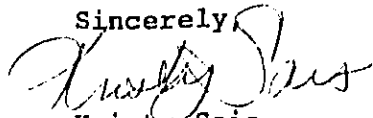
RE: SKYWAY 2000, INC.

Dear Ms. Chesser:

Please find enclosed your correspondence to our office dated December 28, 1994. Also enclosed are the corrected Articles of Incorporation, as well as a copy. Please file the enclosed Articles and return a copy to our office at your earliest convenience.

Thank you for your attention to this matter, and please call the office if there are any problems.

Sincerely,


Kristy Sals
Legal Assistant

Enclosures

/kls

ltr/skyway.ltr

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1995 JAN 31 PM 1:25
SECRET
TALLAHASSEE



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 28, 1994

JAMES E BEDSOLE
1750 HWY A1A SOUTH
ST AUGUSTINE, FL 32084

SUBJECT: SKYWAY INTERNATIONAL, INC.
Ref. Number: W94000027398

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1995 JAN 31 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SKYWAY INTERNATIONAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 794A00054563

ARTICLES OF INCORPORATION OF
SKYWAY 2000, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: SKYWAY 2000, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these Articles.

**ARTICLE V. MAILING ADDRESS, REGISTERED AGENT AND
INITIAL REGISTERED OFFICE.**

The Registered Agent and the street address of the initial Registered Office and mailing address of this Corporation in the State of Florida shall be:

James E. Bedsole
1750 AlA South, Suite B
St. Augustine, Florida 32084

The Board of Directors from time to time may move the Registered Office, principal office or mailing address to any other address in the State of Florida.

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SECRET
TALLAHASSEE, FLORIDA

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS.

The name and address of the initial director of this Corporation and her respective street address is:

Director: Nancy Mudry
1835 U.S. 1 South
Suite 139
St. Augustine, Florida 32084

ARTICLE VIII. INCORPORATOR.

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Nancy Mudry
1835 U.S. 1 South
Suite 139
St. Augustine, Florida 32084

ARTICLE IX. AMENDMENT.

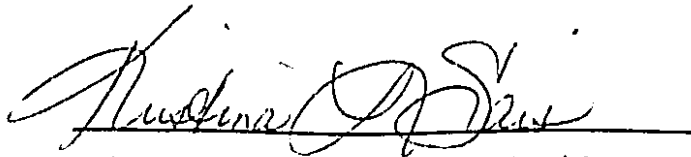
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on December 21, 1994.

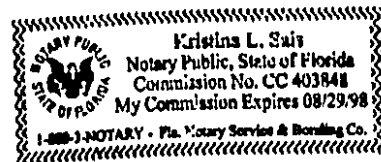

Nancy Mudry

STATE OF Florida
COUNTY OF St. Johns

BEFORE ME, a Notary Public, personally appeared NANCY MUDRY, personally known to me to be the person described as Incorporator, who did not take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on December 21, 1994.



Notary Public, State of Florida
at Large
My Commission expires:



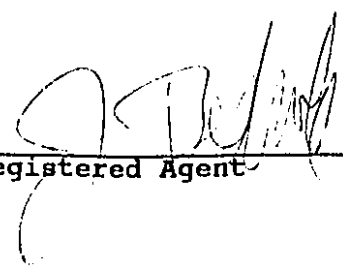
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That SKYWAY 2000, INC., desiring to organize under the laws of the State of Florida, with its principal office at, 1835 U.S. 1 South, Suite 139, St. Augustine, Florida 32084, named James E. Bedsole, located at 1750 A1A South, Suite B, St. Augustine, County of St. Johns, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



Registered Agent

JEB/kls/articles.7

FILED
1995 JAN 31 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA