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January 25, 1995

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Corporate Records Bureau
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: PINNACLE SERVICES AVIATION GROUP, INC.

Gentlemen:

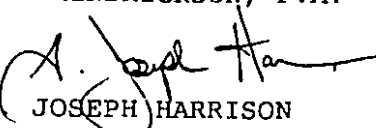
Enclosed herewith is the original and one copy of the Articles of Incorporation for the above, including a certificate designating the resident agent for said Corporation. Further enclosed is our firm check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	52.50
Filing Registered Agent Certificate	35.00

Subsequent to the filing of the enclosed Articles of Incorporation, please prepare and forward to us a certified copy thereof at the address shown above.

Very truly yours,

DANIEL, HARRISON, WOODWARD
& HENDRICKSON, P.A.


G. JOSEPH HARRISON

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Encs.
gjh.Cor\Articles.Ltr

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

2-1-95

ARTICLES OF INCORPORATION
OF

PINNACLE SERVICES AVIATION GROUP, INC.

FILED

95 JAN 27 PM 2:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name and mailing address of the Corporation is PINNACLE SERVICES AVIATION GROUP, INC., 351 6th Avenue West, Bradenton, Florida, 34205.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 100 shares of common stock having \$1.00 par value.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation or securities convertible

into such shares of the same class, kind or series as that which the shareholder already holds that may from time to time issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares; provided, however, if said issuance of such shares or securities is for the purpose of the Corporation's acquisition of any asset essential or required to carry out or in furtherance of the business of the Corporation, which fact is determined by the Board of Directors of the Corporation, the shareholders of this Corporation shall have no such preemptive rights, and the Corporation may issue such shares or securities for said asset. Any such preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VI - CUMULATIVE VOTING

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate these votes by giving one candidate as many votes as the number of directors to

be elected at that time multiplied by the number of his or her shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director, whose name and address is as follows:

NAME	ADDRESS
LOUIS E. EDMONDSON	351 6th Avenue West Bradenton, FL. 34205

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one.

Section 4. Directors shall be elected and hold offices provided in the Bylaws.

ARTICLE VIII - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE X - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 1206 Manatee Avenue West, Bradenton, Florida, 34205.

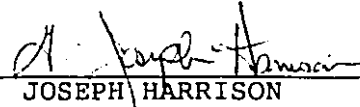
Section 2. The name of the initial registered agent of the Corporation located at said address shall be G. JOSEPH HARRISON, ESQ.

ARTICLE XI - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
G. JOSEPH HARRISON	1206 Manatee Avenue West Bradenton, FL. 34205

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 25 day of January, 1995.



G. JOSEPH HARRISON

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 25th
day of January, 1995, by G. JOSEPH HARRISON

____ who is personally known to me,
____ who has produced _____ as
identification,

and who did take an oath, and who acknowledged to and before me
that he executed the same freely and voluntarily for the purposes
therein expressed.

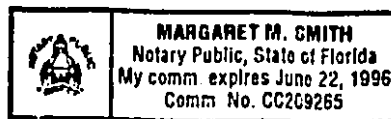
(Notary Seal)

Margaret M. Smith
Signature

Print Name

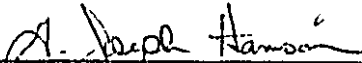
NOTARY PUBLIC - STATE OF FLORIDA
Commission No. CC209265

My Commission Expires:



ACCEPTANCE

I hereby accept to act as initial Registered Agent for
PINNACLE SERVICES AVIATION GROUP, INC., as stated in these Articles
of Incorporation.



G. JOSEPH HARRISON
REGISTERED AGENT

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FILED
95 JAN 27 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA