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2/03/95 FLORIDA DIVISION OF CORPORATIONS 12:23 AM
PUBLIC ACCESS SYSTEM
(((H05000001410))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: HERITAGE RURAL HOUSING, INC.
DEPARTMENT OF STATE 101 GEORGE KING BLVD
STATE OF FLORIDA SUITE 4
400 EAST GAINES STREET CAPE CANAVERAL FL 32020-
TALLAHASSEE, FL 32309 CONTACT: KATHLEEN O'GRADY
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NAME: HERITAGE AIR, INC.
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Prepared for
WAS-2549
526



FLORIDA DEPARTMENT OF STATE
Sandra B. Morikam
Secretary of State

February 3, 1995

HERITAGE RURAL HOUSING INC.

CAPE CANAVERAL, FL

SUBJECT: HERITAGE AIR, INC.
REF: W95000002549

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: W95000001419
Letter Number: D95A00004738

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

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**ARTICLES OF INCORPORATION
OF
HERITAGE AIR, INC.**

ARTICLE I - NAME

The name of the corporation is: **HERITAGE AIR, INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 750 shares of One Dollar (\$1.00) par value stock, which shares shall be designated "Common Shares."

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

THIS INSTRUMENT PREPARED BY:
GREGORY A. POPP, ESQ.
101 GEORGE KING BLVD., SUITE 4
CAPE CANAVERAL, FL. 32920
FL BAR NO. 0210331

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ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 101 George King Blvd., Suite 4, Cape Canaveral, Florida, 32920, and the name of the initial registered agent of this corporation at that address is: GREGORY A. POPP.

ARTICLE VIII - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is: 101 George King Blvd., Suite 4, Cape Canaveral, Florida, 32920, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

MICHAEL F. McPHILLIPS
101 George King Blvd., Suite 4
Cape Canaveral, FL 32920

JACQUELINE McPHILLIPS
101 George King Blvd., Suite 4
Cape Canaveral, FL 32920

ARTICLE X - INCORPORATORS

The names and addresses of the persons executing these Articles of Incorporation are:

MICHAEL F. McPHILLIPS
101 George King Blvd., Suite 4
Cape Canaveral, FL 32920

JACQUELINE McPHILLIPS
101 George King Blvd., Suite 4
Cape Canaveral, FL 32920

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

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ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special Meetings of Shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmation vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XVI - RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite the name:

MICHAEL F. McPHILLIPS
JACQUELINE McPHILLIPS

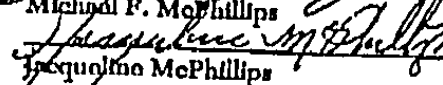
450 Shares
300 Shares

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this corporation or the corporation.

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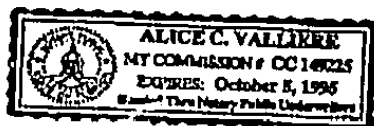
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 9th day of January, 1995.


Michael F. McPhillips

Jacqueline McPhillips

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared: **MICHAEL F. McPHILLIPS** and **JACQUELINE McPHILLIPS**, who, after being duly sworn on oath and who is personally known, acknowledged before me that they are the persons named in and who executed the foregoing Articles of Incorporation as the Incorporators for the purposes therein expressed.

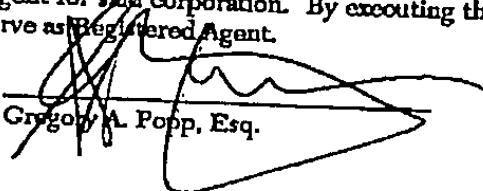
IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 9th day of January, 1995.




Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

GREGORY A. POPP, hereby certifies that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation. By executing this document he reaffirms that he agrees to serve as Registered Agent.


Gregory A. Popp, Esq.

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