

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

CSC networks

MAIL TO:
P.O. BOX 5020
TALLAHASSEE, FL 32314

800-342-8086

P95000016539

95 FEB 28 PM 12:30
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 549874 89168A

AUTHORIZATION : *Patricia Papp*

COST LIMIT : \$ 122.50

ORDER DATE : February 28, 1995

ORDER TIME : 11:02 AM

ORDER NO. : 549874

200001417142

CUSTOMER NO: 89168A

CUSTOMER: Mr. Dick Blyler
BAY RESOURCES INCORPORATED

Suite 800
5429 Beaumont Center Boulevard
Tampa, FL 33634

DOMESTIC FILING

P95000016539

NAME: CASUCCI AVIATION, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

DM
2-28-95
02/A

FILED
95 FEB 28 PM 3:03
TALLAHASSEE, FL 32310
SECRET

Articles of Incorporation
of

Casucci Aviation, Inc.

FILED
95 FEB 28 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of CASUCCI AVIATION, INC. pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is: CASUCCI AVIATION, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III. PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and Florida, including, but not limited to, the purchasing, selling and leasing of aircraft.

ARTICLE IV. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 75,000 shares of Common Stock having a par value of \$.01 per share. The board of directors may authorize shares to be issued for any consideration described in Section 607.0621, Florida Statutes, or otherwise provided by law.

ARTICLE VI. PREEMPTIVE RIGHTS

There are no preemptive rights to stock in the Corporation.

ARTICLE VII. REGISTERED AND PRINCIPAL OFFICE AND REGISTERED AGENT

The street and mailing address of the principal office and the initial registered office of the Corporation is 11880 28th Street North, St. Petersburg, Florida 33716. The name of the Corporation's initial registered agent at the registered office is CASS T. CASUCCI.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and street addresses of the initial director is: Cass T. Casucci, 1100 Pinellas Bayway, No. G-4, Tierra Verde, FL 33715.

ARTICLE IX. INCORPORATOR

The name and street address of the Incorporator is: Cass T. Casucci, 1100 Pinellas Bayway, No. G-4, Tierra Verde, FL 33715

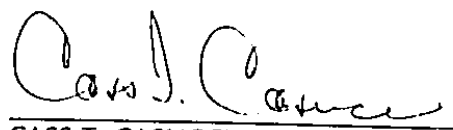
ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be made in the manner provided by law.

In Witness Whereof, the undersigned incorporator has executed these Articles of Incorporation this 27th day of February 1995.


CASS T. CASUCCI, Incorporator

State of Florida
County of Hillsborough

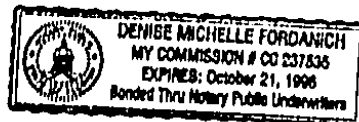
The foregoing instrument was acknowledged before me on this 27th day of February, 1995 by CASS T. CASUCCI, produced a driver's license as identification, is personally known to me and gave an oath.

Denise Michelle Fordanich
Notary Public

Denise Michelle Fordanich
Print Name

My Commission Expires:

(Affix Notarial Seal)



**Certificate of Designation
Registered Agent/Registered Office**

FILED
95 FEB 28 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **CASUCCI AVIATION, INC.**
2. The name and address of the registered agent and office is:

Cass T. Casucci
11880 28th Street North
St. Petersburg, Florida 33716

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


CASS T. CASUCCI

Date: February 21, 1995