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March 9, 1995

Sandra B. Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE

3-7-95

In Re: Articles of Incorporation of
Europa Aviation, Inc.

500001428215
03/13/95 01065-010
***127.50 ***127.50

VIA AIRBORNE EXPRESS

Dear Ms. Mortham:

Attached you will find the original and one copy of Articles of Incorporation and Designation of Registered Agent to be filed with your office. Also enclosed you will find our firm check #1115 in the amount of \$122.50 to cover the filing fee for these documents and your letter #795A00009910 dated 3/6/95 regarding reservation of the name, Europa Aviation, Inc. Please file the Articles of Incorporation and return one certified copy to my office upon completion. I have enclosed a pre-paid, self-addressed envelope for your convenient return of the certified copy of same.

If you have any questions, please feel free to contact my office.

Very truly yours,

E. Taylor Davidson

E. TAYLOR DAVIDSON

ETD:as
Enclosures

RECD
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 13 AM 7:55

KAN 3-14

EFFECTIVE DATE

3-7-95

ARTICLES OF INCORPORATION

OF

EUROPA AVIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR 13 AM 7:55

The undersigned incorporators to these Articles of Incorporation, all of whom are natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is EUROPA AVIATION, INC.

ARTICLE II. PURPOSE

The corporation is organized for the purpose of conducting any and all lawful business.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 7500 common stock, having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV. TERM OF EXISTENCE

The existence of this corporation is to begin upon the date of subscription of these Articles and shall continue perpetually thereafter.

ARTICLE V. PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of this corporation in the State of Florida is Lakeland Linder Regional Airport, 3450 Drane Field Road, Suite #5, Lakeland, Florida 33811. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 205 S. Florida Avenue, Lakeland, Florida 33801 and the name of the corporation's initial registered agent at that address is E. Taylor Davidson, Esquire. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, as provided by the bylaws. Directors shall only be elected by the common stock.

ARTICLE VIII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit

contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether such a quorum is present, and in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under

the common or statutory law applicable thereto.

ARTICLE IX. ORIGINAL DIRECTORS

The name and address of each member of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Ivan Shaw	Sunnyside House, Hutton/Le/Hole York, England YO66UD

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE X. INCORPORATORS

The name and address of the incorporators to these Articles of Incorporation and initial ownership interest is:

<u>Name</u>	<u>Address</u>	<u>Initial Percentage Ownership</u>
Ivan Shaw	Sunnyside House, Hutton/Le/Hole York, England YO66UD	100%

XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval

or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

Ivan Shaw
IVAN SHAW

STATE OF FLORIDA

COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared Ivan Shaw to me known to be the person described as incorporator, in and who executed the foregoing Articles of Incorporation, and Ivan Shaw acknowledged before me he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 7th day of March, 1995.

Allema B. Sutton
Notary Public

My commission expires:

ALLEMA B. SUTTON
Notary Public, State of Florida
My comm. expires Jan. 26, 1997
Comm. No. CC255434

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 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: Europa Aviation, Inc.
2. The name and address of the registered agent and office is:

E. Taylor Davidson, Esquire
205 S. Florida Avenue
Lakeland, Florida 33801

Ivan Shaw
IVAN SHAW
DIRECTOR
DATE 15 March, 1995

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.

E. Taylor Davidson
E. TAYLOR DAVIDSON, ESQUIRE
DATE: 3/9/95