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

Articles of Incorporation of
Atlantic Aviation Holdings, Inc.

Dear Sir or Madam:

EFFECTIVE DATE

03-06-95

Please file the above referenced Articles of Incorporation.
I have enclosed a check in the amount of \$122.50 to pay the filing
fee. If you have any questions, please do not hesitate to call me.
Thank you.

Sincerely,



David J. Edwards

Enclosure

H. SMITH MAR 14 1995

FILED
MAR 13 1995
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ATLANTIC AVIATION HOLDINGS, INC.

FILED
MAR 13 1968
TALLAHASSEE, FLA.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name

Section 1.1. Name. The name of the corporation is Atlantic Aviation Holdings, Inc.

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 75,000 shares having a par value of \$.01 per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders'

EFFECTIVE DATE
C306-95

agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V

Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is:

1301 Riverplace Boulevard, Suite 1629,
Jacksonville, Florida 32207,

and the principal office address is:

855 St. Johns Bluff Road
Jacksonville, Florida 32256,

and the name of the initial registered agent of this corporation at that address is:

David J. Edwards

ARTICLE VI

Directors

Section 6.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Directors. The name and street address of the initial members of the first board of directors of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Nino Ciancetta	561 Pearl Harbor Drive Daytona Beach, Florida 32114
Michael Dawes	50 N. Laura Street, Suite 2750 Jacksonville, Florida 32202
Spence J. Edwards	855 St. Johns Bluff Road Jacksonville, Florida 32256

David J. Edwards

1301 Riverplace Blvd, Ste 1629
Jacksonville, Florida 32207

H. W. Mayscent

c/o 855 St. Johns Bluff Road
Jacksonville, Florida 32256

Brian H. Mayscent

855 St. Johns Bluff Road
Jacksonville, Florida 32256

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

Bylaws

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII

Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is:

David J. Edwards
1301 Riverplace Boulevard, Suite 1629,
Jacksonville, Florida 32207

ARTICLE IX

Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of

Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 6th day of March, 1995.

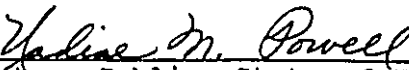


David J. Edwards

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by David J. Edwards this 6th day of March, 1995. He is personally known to me.



Notary Public, State of Florida
at Large.
Name Printed: NADINE M. POWELL
Commission No.: _____
My Commission expires: _____

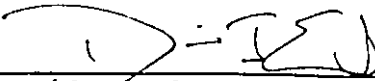


NADINE M. POWELL
MY COMMISSION # CC338854 EXPIRES
JANUARY 30, 1998
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091 and 607.034, the following is submitted:

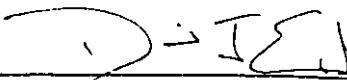
Atlantic Aviation Holdings, Inc., desiring to organize or qualify under the laws of the State of Florida, hereby designates David J. Edwards as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1301 Riverplace Boulevard, Suite 1629, Jacksonville, Florida 32207.



David J. Edwards

Dated: March 6, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



David J. Edwards

Dated: March 6, 1995