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(1938-1988)

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OF COUNSEL

BOARD CERTIFIED  
CIVIL TRIAL LAWYER

March 27, 1995

Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: Gulf Coast Air, Inc.

300001448528  
-03/30/95--01015--005  
\*\*\*122.50 \*\*\*122.50

Dear Sir:

Enclosed please find the following:

1. Original and copy of the Articles of Incorporation of Gulf Coast Air, Inc.
2. Two executed copies of the Certificate designating place of business for the service of process.
3. Our firm check in the amount of \$122.50, which represents the following:

Filing fee	\$35.00
Certified copy of charter	52.00
Registered Agent Fee	35.00

We would appreciate your issuance of the corporate charter and returning a certified copy to us.

Sincerely,

  
F. STEVEN HERB

FSH/ema  
Enclosures  
(#4352E)

BE 4/3

FILED  
95 MAR 29 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GULF COAST AIR, INC.

FILED  
95 MAR 29 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, acting as incorporator of a corporation (hereinafter referred to as the "Corporation") under the provisions of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE 1.

Name

1.1) Name. The name of the corporation is Gulf Coast Air, Inc.

ARTICLE 2.

Nature of Business

2.1) Nature of Business. The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE 3.

Capital Stock

3.1) Number of Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is 5,000 shares of Common Stock, having a par value of \$1.00 per share.

3.2) Right and Method of Voting. At every meeting of the stockholders, every holder of the Common Stock of the Corporation shall be entitled to one (1) vote for each share of Common Stock standing in his name on the books of the Corporation. At each election for Directors, every holder of the Common Stock of the

Corporation shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

3.3) Payment for Shares. The consideration for the issuance of the Common Stock of the Corporation may be paid, in whole or in part, in money or other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment for the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. Neither promissory notes nor future services shall constitute payment or part-payment for such shares of the Corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

3.4) Dividends. The holders from time to time of the Common Stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities, including capital, of the Corporation, but not otherwise, dividends payable either in cash, in property, or in shares of the Common Stock of the Corporation.

ARTICLE 4.  
Period of Duration

4.1) Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE 5.  
Registered Agent and Address

5.1) Address. The initial business address of the Corporation in the State of Florida is 2070 Ringling Boulevard, Sarasota, FL 34237. The Board of Directors may, from time to time, move the principal office to any other address in Florida, upon giving notice, if required, to the Florida Secretary of State.

5.2) Registered Agent. The Registered Agent of the Corporation shall be F. Steven Herb whose business office is at 2070 Ringling Boulevard, Sarasota, FL 34237.

ARTICLE 6.  
Data Respecting Directors

6.1) Initial Board of Directors. The initial Board of Directors shall consist of one (1) member. The initial Board of Directors shall hold the organizational meeting of the Corporation.

6.2) Names and Addresses. The name and address of the member of the initial Board of Directors, who shall serve until the first annual meeting of stockholders or until his successors shall have been elected and qualified is:

D. M. Spencer - 2180 Sparrow Ct., Sarasota, FL 34239

6.3) Increase or Decrease of Directors. The number of Directors may be increased or decreased from time to time, by

amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Directors. The number of Directors shall never be less than one (1).

ARTICLE 7.  
Incorporator

7.1) Incorporator. The name and address of the incorporator signing these Articles of Incorporation is:

D. M. Spencer - 2180 Sparrow Cr., Sarasota, FL 34239

ARTICLE 8.  
Provisions for Regulation of the Internal  
Affairs of the Corporation

8.1) Bylaws. The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to amend, alter or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of Chapter 607 of the Florida Statutes or other law, or these Articles of Incorporation.

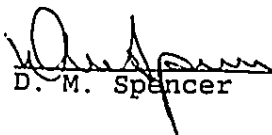
ARTICLE 9.  
Amendments

9.1) Amendments to Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any other applicable Statute of the State of Florida and all rights conferred upon stockholders

by these Articles of Incorporation, or any other amendment hereto, subject to this reservation.

ARTICLE 10.  
Beginning of Corporate Existence

10.1) Beginning of Corporate Existence. Corporate existence for Gulf Coast Air, Inc., shall begin on the same date and time as these Articles are accepted for filing by the Department of State.

  
D. M. Spencer

STATE OF FLORIDA

COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a notary public authorized to take acknowledgements, personally appeared D. M. Spencer to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 24th day of March, 1995.

  
Notary Public

My Commission Expires:



LORENA A. HESSLER  
MY COMMISSION # CC383982 EXPIRES  
June 16, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

FILED  
95 MAR 29 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

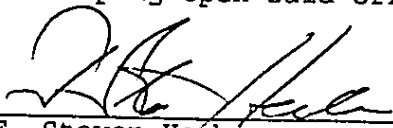
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that Gulf Coast Air, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the County of Sarasota, State of Florida, has named F. STEVEN HERB, located at 2070 Ringling Blvd., Sarasota, County of Sarasota, State of Florida, its agent to accept service of process within this state.

ACKNOWLEDGMENT:

(Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
F. Steven Herb