

P95000029226

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Spirit Transportation Corp 95 12/11/95

- | | | | | |
|-------------------------------------|-------------------------------|-------|-----------|-----------|
| <input type="checkbox"/> | Capital Express™ | _____ | C.C. FEE. | DISBURSED |
| <input checked="" type="checkbox"/> | Art. of Inc. File | _____ | | |
| <input type="checkbox"/> | Corp. Record Search | _____ | | |
| <input type="checkbox"/> | Ltd. Partnership File | _____ | | |
| <input type="checkbox"/> | Foreign Corp. File | _____ | | |
| <input checked="" type="checkbox"/> | () Cert. Copy(s) | _____ | | |
| <input type="checkbox"/> | Art. of Amend. File | _____ | | |
| <input type="checkbox"/> | Dissolution/Withdrawal | _____ | | |
| <input type="checkbox"/> | C U S- | _____ | | |
| <input type="checkbox"/> | Fictitious Name File | _____ | | |
| <input type="checkbox"/> | Name Reservation | _____ | | |
| <input type="checkbox"/> | Annual Report/R reinstatement | _____ | | |
| <input type="checkbox"/> | Reg. Agent Service | _____ | | |
| <input type="checkbox"/> | Document Filing | _____ | | |
| <input type="checkbox"/> | Corporate Kit | _____ | | |
| <input type="checkbox"/> | Vehicle Search | _____ | | |
| <input type="checkbox"/> | Driving Record | _____ | | |
| <input type="checkbox"/> | Document Retrieval | _____ | | |
| <input type="checkbox"/> | UCC 1 or 3 File | _____ | | |
| <input type="checkbox"/> | UCC 11 Search | _____ | | |
| <input type="checkbox"/> | UCC 11 Retrieval | _____ | | |
| <input type="checkbox"/> | File No.'s, _____ Copies | _____ | | |
| <input type="checkbox"/> | Courier Service | _____ | | |
| <input type="checkbox"/> | Shipping/Handling | _____ | | |
| <input type="checkbox"/> | Phone () | _____ | | |
| <input type="checkbox"/> | Top Priority | _____ | | |
| <input type="checkbox"/> | Express Mail Prep | _____ | | |
| <input type="checkbox"/> | FAX () pgs. | _____ | | |

200001455592
 -04/13/95--01012--014
 ***122.50 ***122.50

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

APR 13 1995
 11 21 AM '95
 CAPITAL CONNECTION

AB 4/13/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>AAK</i>	_____	_____

WALK-IN Will Pick Up *4.12.1200*

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum
 THANK YOU from Your Capital Connection

FILED
95 APR 13 PM 2:24
CLERK OF THE COURT
STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

SPIRIT TRANSPORTATION CORP.

The undersigned subscriber to these Articles of Incorporation make, subscribe and acknowledge the following Articles of Incorporation under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be: SPIRIT TRANSPORTATION CORP.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begins its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business of the corporation shall be:

5750 Major Blvd., Suite 375, Orlando, Florida
32819.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of the corporation shall be MONIQUE ASHBROOK, at the registered address of 5750 Major Blvd., Suite 375, Orlando, Florida 32819.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be two (2).

B. The number of Directors of the corporation may be increased or decreased from time to time pursuant to the By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The name and address of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and qualified, are:

Monique Ashbrook	5750 Major Blvd. Suite 375 Orlando, Florida 32819
Lenise de Carvalho	5750 Major Blvd. Suite 375 Orlando, Florida 32819

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Monique Ashbrook, 5750 Major Blvd., Suite 375, Orlando, Florida 32819.

ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders and to the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified and set forth in the By-laws.

IN WITNESS WHEREOF, the subscriber affixed his signature this 12th day of April, 1995.

Monique Ashbrook
Monique Ashbrook

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 12th day of April, 1995, by MONIQUE ASHBROOK, who is personally known to me, who did not take an oath and who executed the foregoing Articles of Incorporation.

Alba B. Payas
Alba B. Payas
Notary Public
My Commission expires
April 17, 1997



ACCEPTANCE BY REGISTERED AGENT

The undersigned, MONIQUE ASHBROOK, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that she is familiar with and accepts the obligations imposed pursuant to Florida Statutes 607.325 of the Florida Professional Service Corporation Act.

Monique Ashbrook
MONIQUE ASHBROOK

95 APR 13 PM 08:03
FBI