

WILLIAM G. MORRIS  
ADMITTED IN FL, DC, VA

September 7, 2001

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Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-09/14/01--01078--006

Re: Virgin Flight, P.A.

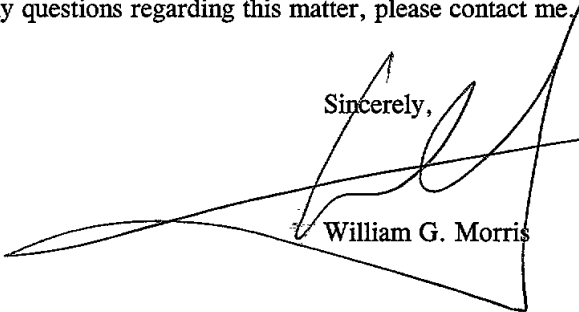
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Enclosed you will find Restated Articles of Incorporation for Virgin Flight, P.A. Also enclosed is a check in the amount of \$35.00 for filing fees. Please send certified copy to us in the enclosed FedEx envelope. Please file the Articles with an immediate effective date.

If you have any questions regarding this matter, please contact me.

Sincerely,



William G. Morris

FILED  
01 SEP 14 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WGM/cap  
Enclosures


cc: Peter N. Flightner

NC + Restate  
9-20-01  
PNS

**RESTATED AND AMENDED ARTICLES OF INCORPORATION  
OF VIRGIN FLIGHT, P.A., (FORMERLY VIRGIN FLIGHT, INC.)**

TO: Department of State  
Tallahassee, Florida 32314

Pursuant to the provisions of FS Statute 607.1007, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors, and unanimously approved by its shareholders, adopts the restated and amended articles of incorporation attached hereto. The amendments substantially revise the articles as to qualify the corporation as a personal service corporation pursuant to Chapter 621, Florida Statutes.

  
Virgin Flight, P.A.,  
Peter N. Flightner as President

**FILED**  
01 SEP 14 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION  
OF  
Virgin Flight, P.A.  
FORMERLY Virgin Flight, Inc.**

The undersigned, each of whom is licensed or otherwise legally authorized to practice the profession of Real Estate Sales and Services, in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following restated articles of incorporation for the corporation:

**ARTICLE I**

The name of the corporation is Virgin Flight, P.A.

**ARTICLE II  
PRINCIPAL OFFICE AND REGISTERED AGENT**

The address of the corporation's office is 8502 Bent Creek Way, Naples, Florida 34114. The name of the registered agent of the corporation at that office is Peter N. Flightner.

**ARTICLE III  
DURATION**

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

**ARTICLE IV  
PURPOSE**

The purpose of the Corporation is to practice the profession of or perform the service of real estate sales, rentals and services. The sole and exclusive professional service to be rendered by the corporation is real estate sales and services by and through Florida licensed real estate people. The Corporation may otherwise engage in any business or activity that a professional association may legally conduct in Florida, provided such activity is in accordance with applicable law and licensing requirements.

**ARTICLE V  
CAPITAL STOCK**

The total numbers of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1000 shares with a single class and a par value of \$1.00 per share.

**ARTICLE VI  
CAPITALIZATION**

The amount of capital with which the corporation will begin to practice the real estate sales and services or perform the service of real estate sale and services is not less than \$1,000.00.

**ARTICLE VII**

SIGNERS

The name and street addresses of each person signing these restated articles of incorporation is:

Name  
Peter N. Flightner

Address  
8502 Bent Creek Way  
Naples, FL 34114

ARTICLE IX  
BYLAWS

The bylaws shall be adopted and amended by the shareholders from time to time.

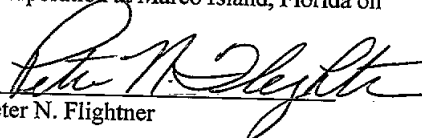
ARTICLE XI  
DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by each shareholder.

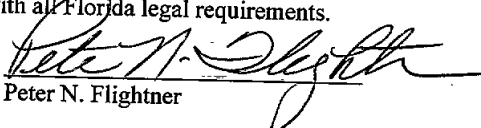
ARTICLE XII  
SHAREHOLDERS

Shareholders shall be limited to persons licensed to practice real estate sales and brokerage in the State of Florida. If any shareholder becomes disqualified to practice real estate in Florida, that shareholder's right to own stock in the corporation shall cease.

The undersigned have executed these restated articles of incorporation at Marco Island, Florida on this 7 day of September, 2001.

  
Peter N. Flightner

The undersigned does hereby accept appointment as registered agent for this corporation and agrees to discharge the obligatory required service in full accordance with all Florida legal requirements.

  
Peter N. Flightner