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R. PATRICK PHILLIPS
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April 18, 1995

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32301

SEARCHED INDEXED
SERIALIZED FILED
APR 20 1995
FBI - TAMPA

RE: FIRE HAWK HELICOPTERS, INC.

Dear Sir:

Enclosed herewith please find the following relative to the filing of the above-referenced corporation:

1. Original and one copy of Articles of Incorporation
2. Check in the sum of \$122.50, to cover the following:

A. Filing Fees	35.00
B. Certified Copy	52.50
C. Registered Agent Designation	35.00
	<u>\$122.50</u>

Thank you for your help in this matter.

Very truly yours,

R. Patrick Phillips
R. Patrick Phillips

RPP:vn
Enclosure

**ARTICLES OF INCORPORATION
OF
FIRE HAWK HELICOPTERS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 20 AM 9:36

ARTICLE I - NAME

The name of this corporation is FIRE HAWK HELICOPTERS, INC.

ARTICLE II - PURPOSES

This corporation is organized for the purposes of transacting any or all lawful business pursuant to the provisions of Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 7,000 shares all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV - PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 8850 Airport Road, Leesburg, Florida 34788. The mailing address of the corporation is the same.

ARTICLE V - DURATION

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 200 N. Thornton Avenue, Orlando, Florida 32801, and the name of its initial registered agent at such address is R. PATRICK PHILLIPS.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

CHARLES M. BRAINERD
19643 Dorr Road
Altoona, Florida 32702

BARBARA E. BRAINERD
19643 Dorr Road
Altoona, Florida 32702

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these ARTICLES OF INCORPORATION is:

R. PATRICK PHILLIPS
200 N. Thornton Avenue
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned subscriber has executed these ARTICLES OF INCORPORATION this 18 day of April, 1995.


R. PATRICK PHILLIPS

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally known to me appeared R. PATRICK PHILLIPS, known by me to be the person who executed the foregoing ARTICLES OF INCORPORATION, and who acknowledged before me that he executed those ARTICLES OF INCORPORATION.

WITNESS my hand and official seal in the County and State last aforesaid this 18 day of April, 1995.

Melanie M Rhodes

Melanie M Rhodes
(Print Name)

Notary Public-State of Florida
My Commission expires:



MELANIE M RHODES
My Commission GC317130
Expires Sep. 20, 1997
Bonded by HAI
800-422-1855

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE 95 APR 20 AM 9:36

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 619.0501, 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: FIRE HAWK HELICOPTERS, INC.
2. The name and address of the registered agent and office is:

R. PATRICK PHILLIPS
200 N. Thornton Avenue
Orlando, Florida 32801

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.


R. PATRICK PHILLIPS