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**VIA CERTIFIED MAIL/RETURN
RECEIPT REQUESTED
010 988 355**

May 2, 1995

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

RE: SUNSHINE STATE AIRWAYS, INC.

Dear Representative:

Enclosed are an original and one (1) copy of the Articles of Incorporation and Acceptance by Registered Agent form for the above referenced corporation.


The original is to be filed in your office and the copy certified and returned to this office. Also, enclosed is a check in the amount of One Hundred Twenty-Two and 50/100 Dollars (122.50) for:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	\$ 52.50
Registered Agency	<u>\$ 35.00</u>
Total	<u>\$122.50</u>

In addition to the foregoing, the above referenced corporation requests that the Articles be filed effective as set forth on page one (1) of the enclosed Articles.

Please telephone me immediately if there is any reason why the Articles will not be filed on this date.

Very truly yours,


Lynne W. Spraker

LWS/kmt
Enclosures

cc: Douglas B. Cunningham (w/enclosures)

RECEIVED
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DIVISION OF CORPORATIONS
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db 5/9/95

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
SUNSHINE STATE AIRWAYS, INC.**

THE UNDERSIGNED, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of this Corporation is SUNSHINE STATE AIRWAYS, INC.

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

The address of the corporation's principal office (or mailing address) is: 5335 S.E. Miles Grant Road, H204, Stuart, Florida 34997 or such other place as the Board of Directors may designate from time to time.

**ARTICLE III
DURATION AND EFFECTIVE DATE**

The duration of this Corporation is perpetual, unless dissolved according to law.

The corporate existence shall commence on the date the Articles are filed with the State of Florida.

**ARTICLE IV
PURPOSE**

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V
STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 100 shares of Class A Common stock at One Dollar (\$1.00) par value per share. Fully-paid stock of this

Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE VI **AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VII **SHAREHOLDER RIGHTS**

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VIII **QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of this Corporation's initial registered office in Florida is 5335 S.E. Miles Grant Road, H204, Stuart, Florida 34997, and the name of its initial registered agent at that address is Douglas B. Cunningham.

ARTICLE X
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least one member initially. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Douglas B. Cunningham	5335 S.E. Miles Grant Road, H204 Stuart, Florida 34997
William J. Hendrickson	Rd. #1, Box 542 B Clover Ridge Road Westtown, NY 10998

ARTICLE XI
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Douglas B. Cunningham	5335 S.E. Miles Grant Road, H204 Stuart, Florida 34997

ARTICLE XII
COMMON DIRECTOR - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm,

association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

ARTICLE XIII **BY-LAWS**

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

ARTICLE XIV **EMERGENCY BY-LAWS**

The Board of Directors of the corporation may adopt bylaws to be effective only in an "emergency". An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the shareholders as well as the directors.

ARTICLE XV **SPECIAL PROVISIONS**

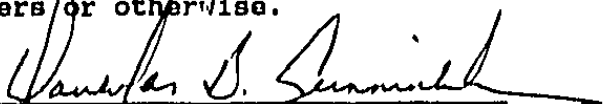
The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as

a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.


2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.


DOUGLAS B. CUNNINGHAM,
Incorporator

STATE OF FLORIDA
COUNTY OF MARTIN

THE FOREGOING INSTRUMENT was acknowledged before me this 1st day of May, 1995 by Douglas B. Cunningham, who [] is personally known to me or [✓] has produced Florida DL CS52-1162-42-347-0 as identification.


Printed Name Karen M. Trefethen
Notary Public, State of Florida

My Commission Expires:



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -4 PM 3:35

In pursuance of §§48.091(1) and 607.0501, Florida Statutes, the following is submitted in compliance thereof:

That SUNSHINE STATE AIRWAYS, INC. desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Martin, at 5335 S.E. Miles Grant Road, H204, Stuart, FL 34997 has named DOUGLAS B. CUNNINGHAM, located at that same address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

By: *Douglas B. Cunningham*
DOUGLAS B. CUNNINGHAM

STATE OF FLORIDA
COUNTY OF MARTIN

THE FOREGOING INSTRUMENT was acknowledged before me this 1st day of May, 1995 by DOUGLAS B. CUNNINGHAM, who [] is personally known to me or [✓] has produced Florida DL CS52-162-42-347-0 as identification.

Karen M. Trefethen
Printed Name Karen M. Trefethen
Notary Public, State of Florida

My Commission Expires:

