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JUPITER, FLORIDA 33468-8858

EARL K. MALLORY

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May 10, 1995

New Filings Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/12/95--01032--001
****122.50 ****122.50

RE: Articles of Incorporation of
Southern Cross Air of Palm Beach, Inc.

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and the Certificate Designating Place of Business or Domicile for the Service of Process with regard to the above referenced corporation. I have enclosed \$122.50 to cover the cost of filing same and for a certified copy of the Articles. Also enclosed is a return envelope for overnight delivery of the Articles of Incorporation. Please return same at your earliest convenience.

Thank you for your cooperation in this matter; and should you have any questions with regard to the attached, please do not hesitate to contact me.

Very truly yours,

EARL K. MALLORY

EKM/rjm
enclosures

MAY 11 PM 12:05

vw 5/16/95

**ARTICLES OF INCORPORATION
SOUTHERN CROSS AIR OF PALM BEACH, INC.**

ARTICLE I

The name of this corporation is Southern Cross Air of Palm Beach, Inc.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The general purposes for which this corporation is organized are:

1. To engage in the business of sale, leasing, and service of aircraft.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

ARTICLE IV

The principal office and mailing address of the corporation is 132 Seashore Drive, Jupiter, FL 33477.

ARTICLE V

The aggregate number of shares which the corporation is authorized to issue five hundred (500). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

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MAY 14 PM 12:40
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ARTICLE VI

The street address of the initial registered office of the corporation is 675 West Indiantown Road, Suite 103, P.O. Box 8858, Jupiter, FL 33468, and the name of its initial registered agent at such address is EARL K. MALLORY, ESQ.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial Board of Directors is:


<u>Name</u>	<u>Address</u>
LEO F. ABDELLA	132 SEASHORE DRIVE JUPITER, FL 33477
TIMOTHY J. EATON	201 OCEAN BLUFFS BLVD, #505, JUPITER, FL 33477

ARTICLE VIII

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
LEO F. ABDELLA	132 SEASHORE DRIVE JUPITER, FL 33477

EXECUTED by the undersigned at Jupiter, Palm Beach County, Florida on this 10 day of May, 1995.


LEO F. ABDELLA


STATE OF FLORIDA
COUNTY OF PALM BEACH

PERSONALLY appeared before the undersigned authority on the 10TH day of May, 1995 before me, a Notary Public duly authorized in the State and County of aforesaid to take acknowledgements, LEO F. ABDELLA, known to be the person described as a subscriber in the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to and executed said Articles of Incorporation.

WITNESS my hand and official seal the day and year last aforesaid.



EARL K MALLORY
My Commission CC421981
Expires Nov. 20, 1998
Bonded by HAI
800-422-1885



Notary Public
Commission No.:

My Commission Expires:

FILED
NOTARY PUBLIC
95 MAY 11 PM 12:40

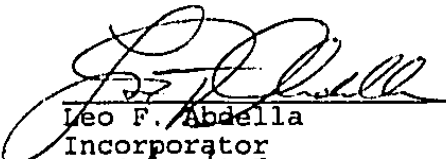
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of section 607.0501 or 617.0501, 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 Southern Cross Air of Palm Beach, Inc.
2. The name and address of the Registered Agent and Office is:

Earl K. Mallory, Esq.

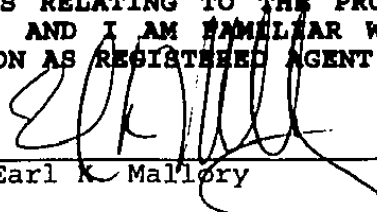
675 West Indiantown Road
Suite 103
P.O. Box 8858
Jupiter, FL 33468



Leo F. Abdella
Incorporator
5/10/95
Date

ACKNOWLEDGEMENT AND ACCEPTANCE

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.



Earl K. Mallory

5/10/95
Date