

05/31/95

13:35

MERSHON SAWYER

NO. 657

002

P95000042596

5/31/95

FLORIDA DIVISION OF CORPORATIONS

3107 PM

PUBLIC ACCESS SYSTEM

((H95000006079)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: MERSHON, SAWYER, JOHNSTON, DUNWODY &

DEPARTMENT OF STATE

200 S BISCAYNE BLVD

STATE OF FLORIDA

SUITE 4500

409 EAST GAINES STREET

MIAMI FL 33131-2387002-0000

TALLAHASSEE, FL 32399

CONTACT: CLAUDIA B HOYOS

FAX: (904) 922-4000

PHONE: (305) 358-5100

FAX: (305) 376-8654

((H95000006079)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: JORVIK AVIATION, INC.

FAX AUDIT NUMBER: H95000006079

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/31/1995

TIME REQUESTED: 15:07:41

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 8

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076067004033

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000006079)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>!

Alt-Z FOR HELP3 VT102

3 FDX 3

9600 E71 3

LOG CLOSED 3

PRINT OFF 3

ON-LINE

[Handwritten signatures and initials]

FILED
MAY 31
95 JUN 1 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERSHON
SAWYERMERSHON, SAWYER, JOINSTON, WINWGDY & COLL
Miami Office

Facsimile Cover Sheet

Date: May 30, 1995
Sent To: Secretary of State
Firm:
Fax No.: 904-922-4000
Confirmation No.: 904-488-9000

<input checked="" type="checkbox"/>	EMERGENCY
<input type="checkbox"/>	ASAP
<input type="checkbox"/>	STANDARD

Total Pages Including Cover Sheet: 10

In the event that you have not received this facsimile in its entirety, please contact the Mershon Sawyer Fax Room at (305) 358-5100 Ext. 2521

Sender Claudia Leigh Bass

(305) 358-5100 Ext.2221

Time Sent: ☐ AM ☐ PM

Fax Operator: _____

Comments: _____

The information contained in this facsimile is personal and confidential and is intended only for the person or persons named above. This message and the information contained in this facsimile are an attorney-client communication and are therefore subject to the attorney-client privilege. If the reader of this message is not the recipient named above or an authorized agent of such recipient responsible for delivering it to the intended recipient, you are hereby notified that you have received this document in error, and that any review, dissemination, distribution, or copying of this message are strictly prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us by mail. Thank you.

File Name: 4510.0001.2
ID No: 486

MIAMI
First Union Financial Center
200 South Biscayne Boulevard
Suite 4500
Miami, Florida 33131-2387
(305) 358-5100
Fax (305) 376-8654

NAPLES
Pelican Bay Corporate Centre
5551 Ridgewood Drive
Suite 501
Naples, Florida 33963
(813) 598-1055
Fax (813) 598-1868

WEST PALM BEACH
Phillips Point East Tower
777 South Flagler Drive
Suite 900
West Palm Beach, Florida 33401
(407) 659-5990
Fax (407) 659-6313

KEY WEST
3132 Northside Drive
Suite 202
Key West, Florida 33040
(305) 296-1774
Fax (305) 292-6759

H9500006079

ARTICLES OF INCORPORATION
OF
JORVIK AVIATION, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

Name

The name of this Corporation shall be Jorvik Aviation, Inc.

ARTICLE II.

Nature of Business

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III.

Stock

The authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

ARTICLE IV.

Incorporator

The name and street address of the Incorporator of this Corporation, is as follows:

Philip M. Sprinkle II, Esquire
Mershon, Sawyer, Johnston, Dunwody & Cole
777 South Flagler Drive, Suite 900 East
West Palm Beach, Florida 33401

Philip M. Sprinkle II, P.A.
Fla. Bar No. 0724890
Mershon, Sawyer, Johnston, Dunwody & Cole
777 South Flagler Drive, Suite 900 East
West Palm Beach, Florida 33401
(407) 650-5090

H9500006079

WPA1.M22353_1.DOC

H95 000006079

ARTICLE V.
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI.
Address of Principal Office, Registered
Office and Registered Agent

The address of the principal office of this Corporation is 450 Australian Avenue, West Palm Beach, Florida, 33401 and the mailing address is 450 Australian Avenue, West Palm Beach, Florida, 33401. The street address of the initial registered office of this Corporation in the State of Florida shall be 777 South Flagler Drive, Suite 900 East, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at the above address shall be Philip M. Sprinkle II, Esquire. The Board of Directors may from time to time change the principal office and/or mailing address of registered office or registered agent to any other address in the State of Florida.

ARTICLE VII.
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII.
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until their successors are elected are as follows:

Martin A. Cooper
450 Australian Avenue
West Palm Beach, Florida 33401

Daniel A. DiMichele
450 Australian Avenue
West Palm Beach, Florida 33401

H95 000006079

H9500006079

ARTICLE IX.
Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

ARTICLE X.
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE XI.
Transactions In Which Directors
Or Officers Are Interested

(A) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director or Directors or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

H9500006079

H95 000006079

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

ARTICLE XII.
Indemnification of Directors
and Officers

Section 1. Terms used in this Article XII shall have the meanings ascribed to them in Florida Statutes Section 607.0850 or any amended or successor sections of the Florida Statutes.

Section 2. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than F.S. Section 607.0850(7) or any amended or successor section, indemnify any officer, Director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Corporation shall not, under this Section 2 or Section 4, indemnify any officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's, employee's or agent's actions or omissions to act (i) are not acts on which a proceeding specified in (a) or (b) is based and in which the officer, Director, employee or agent has been successful on the merits or otherwise in defending or has been successful in defending any claim, issue or matter therein or (ii) (1) were material to the cause of action so adjudicated and (2) constitute:

- (A) a violation of the criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- (B) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly;
- (C) in the case of a Director, a circumstance under which the liability provisions of F.S. Section 607.0834, governing a Director's liability for unlawful distribution to shareholders, is applicable; or
- (D) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the

H95 000006079

1195 000006079

Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

Section 3. Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article XII and despite any contrary determination of the Board of Directors, an officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both; to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

- (a) the officer, Director, employee or agent is entitled to mandatory indemnification pursuant to F.S. Section 607.0850(3) or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or
- (b) the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 3 or Section 4.

It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, Director, employee or agent if (i) the officer, Director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article XII or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, Director, employee or agent pursuant to Section 3(b). The Corporation does not recognize and will not permit any officer's, Director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, Director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article XII.

Section 4. Section 2 shall not be construed to mean that indemnification by the Corporation is not permitted. Subject nevertheless to the limitations of Section 2, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, Director, employee or agent under any By-law.

1195 000006079

H95000006079

agreement, vote of shareholders, or disinterested Directors, or otherwise, both as to actions of such officer, Director, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

Section 5. Any indemnification under this Article XII shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, Director, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article XII. Such determination shall be made:

- (a) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;
- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
 - (i) Selected by the Board of Directors prescribed in Section 5(a) or the committee prescribed in Section 5(b), or
 - (ii) If a quorum of the Directors cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal counsel selected by a majority vote of the full Board of Directors (in which event Directors who are parties may participate); or
- (d) By the shareholders of the Corporation, by a majority vote of a quorum consisting of shareholders who were at the time not parties to such proceeding, or if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

Section 6. Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article XII. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at

H95.000006079

119500006079

minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article XII.

Section 7. Indemnification and/or advancement of expenses as provided in this Article XII shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, Director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.


Section 8. If any part of this Article XII shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

ARTICLE XII
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 21st day of

May, 1994.

 (SEAL)
Philip M. Sprinkle, II, Esquire

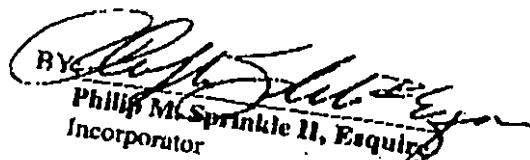
119500006079

1195.000006079

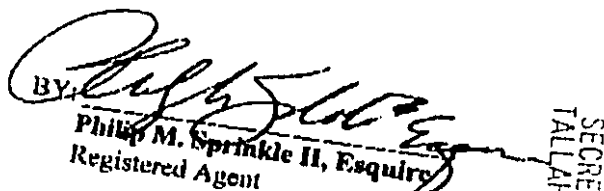
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Jorvik Aviation, Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated 777 South Flagler Drive, Suite 900 East, West Palm Beach, Florida 33401, as its initial Registered Office and has named Philip M. Sprinkle II, Esquire located at said address as its initial Registered Agent.

BY: 
Philip M. Sprinkle II, Esquire
Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping said office open at designated times.

BY: 
Philip M. Sprinkle II, Esquire
Registered Agent

FILED
95 JUN 31 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1195.000006079

**Mershon
Sawyer**

P95000042576

MERSHON, SAWYER, JOHNSTON, DUNWODY & COLE
West Palm Beach Office

Celebrating Our First 75 Years

August 3, 1995

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

100001554911
-08/08/95--01056--015
*****35.00 *****35.00

Re: Articles of Amendment for Jorvik Aviation, Inc.

Dear Sir or Madam:

Enclosed please find the First Articles of Amendment to the Original Articles of Incorporation of Jorvik Aviation, Inc. ("Articles of Amendment") and check in the amount of \$35.00 for the payment of the filing fee.

Please file the enclosed Articles of Amendment upon receipt and provide us with an acknowledgment of such filing by returning the self-addressed stamped envelope which we have enclosed for your convenience.

If you have any questions concerning this matter, please do not hesitate to contact me at (407) 659-5990. Thank you for your time and attention to this matter.

Sincerely,

Janet V. DiAntonio
Janet V. DiAntonio*

*Licensed in Arizona, not licensed in Florida.

Enclosures

cc: Daniel A. DiMichele, Secretary of Jorvik Aviation, Inc.

FILED STATE
SECRETARY OF CORPORATIONS
AUG -7 AM 11:02
TL

WPALM/27647_1.DOC

MIAMI
First Union Financial Center
Suite 4500
200 South Biscayne Boulevard
Miami, Florida 33131-2387
(305) 358-5100
Fax (305) 376-8654

NAPLES
Pelican Bay Corporate Centre
Suite 501
5551 Ridgewood Drive
Naples, Florida 33963
(813) 598-1055
Fax (813) 598-1868

WEST PALM BEACH
Phillips Point East Tower
Suite 900
777 South Flagler Drive
West Palm Beach, Florida 33401
(407) 659-5990
Fax (407) 659-6313

KEY WEST
Suite 102
3132 Northside Drive
Key West, Florida 33040
(305) 296-1714
Fax (305) 296-1715

**FIRST ARTICLES OF AMENDMENT TO THE ORIGINAL
ARTICLES OF INCORPORATION OF
JORVIK AVIATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG -7 AM 11:02

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned officer, being duly authorized, empowered and directed to act, hereby files these First Articles of Amendment to the Original Articles of Incorporation of Jorvik Aviation, Inc. (the "Corporation") and hereby certifies the following:

FIRST: The name of the Corporation is Jorvik Aviation, Inc.

SECOND: The original Articles of Incorporation of the Corporation were filed with Florida's Department of State, Division of Corporations on May 31, 1995.

THIRD: The original Articles of Incorporation of the Corporation shall be and hereby are amended by replacing Article VI in its entirety with the following:

"ARTICLE VI.

**Address of Principal Office, Registered
Office and Registered Agent**

"The address of the principal office of this Corporation is Building 1509, Palm Beach International Airport, West Palm Beach, Florida 33406. The street address of the initial registered office of this Corporation in the State of Florida shall be 777 South Flagler Drive, Suite 900 East, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at the above address shall be Philip M. Sprinkle II, Esquire. The Board of Directors may from time to time change the principal office and/or mailing address of the registered office or registered agent to any other address in the State of Florida."

FOURTH: The original Articles of Incorporation of the Corporation shall be and hereby are further amended by replacing Article VIII in its entirety with the following:

**"ARTICLE VIII.
Initial Board of Directors**

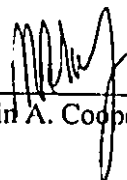
The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until their successors are elected are as follows:

Martin A. Cooper
Building 1509 Palm Beach International Airport
West Palm Beach, Florida 33406

Daniel A. DiMichele
Building 1509 Palm Beach International Airport
West Palm Beach, Florida 33406"

FIFTH: The sole shareholder and the initial Board of Directors of the Corporation have adopted the foregoing amendments on July 20, 1995 by executing that certain Joint Action by Unanimous Written Consent of the Sole Shareholder and the Board of Directors of the Corporation in Lieu of A Meeting, dated July 20, 1995. The number of votes cast by the sole shareholder and the Board of Directors was sufficient for approval thereof.

IN WITNESS WHEREOF, the undersigned officer, has executed these First Articles of Amendment to the Original Articles of Incorporation of the Corporation this 20 day of July, 1995 for the purposes therein contained.



Martin A. Cooper, President

**JOINT ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE SOLE SHAREHOLDER AND THE BOARD OF DIRECTORS OF
JORVIK AVIATION, INC.
IN LIEU OF A MEETING**

The undersigned sole shareholder and the Board of Directors of Jorvik Aviation, Inc. (the "Corporation") hereby adopt the following Resolutions pursuant to Sections 607.1001, 607.1003(1) 607.0704 and 607.0821, Florida Statutes, which Resolutions are to have the same force and effect as if passed by unanimous vote of the sole shareholder and of the Board of Directors of the Corporation at duly called and convened meetings thereof:

WHEREAS, the sole shareholder and the Board of Directors of the Corporation believe it to be in the best interests of the Corporation that the Corporation change its principal office address from "450 Australian Avenue, West Palm Beach, Florida 33401" to "Building 1509, Palm Beach International Airport, West Palm Beach, Florida 33406";

WHEREAS, the sole shareholder and the Board of Directors of the Corporation believe it to be in the best interests of the Corporation that members of the Board of Directors change their addresses from "450 Australian Avenue, West Palm Beach, Florida, 33401" to "Building 1509, Palm Beach International Airport, West Palm Beach, Florida, 33406"; and

WHEREAS, Section 607.1003(2), Florida Statutes and Article VI of the Corporation's Articles of Incorporation, permit the sole shareholder and the Board of Directors, respectively, of the Corporation to amend the Articles of Incorporation.

NOW, THEREFORE, Be It

RESOLVED that Article VI of the Articles of Incorporation of the Corporation shall be amended by replacing Article VI in its entirety with the following:

"ARTICLE VI.

Address of Principal Office, Registered
Office and Registered Agent

The address of the principal office of this Corporation is Building 1509, Palm Beach International Airport, West Palm Beach, Florida 33406. The street address of the initial registered office of this Corporation in the State of Florida shall be 777 South Flagler Drive, Suite 900 East, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at the above address shall be Philip M. Sprinkle II, Esquire. The Board of Directors may from time to time change the principal office and/or mailing address of the registered office or registered agent to any other address in the State of Florida."

FURTHER RESOLVED, that Article VIII of the Articles of Incorporation shall be amended by replacing Article VIII in its entirety with the following:

"ARTICLE VIII.

Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until their successors are elected are as follows:

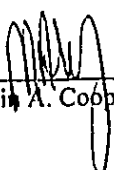
Martin A. Cooper
Building 1509 Palm Beach International Airport
West Palm Beach, Florida 33406

Daniel A. DiMichele
Building 1509 Palm Beach International Airport
West Palm Beach, Florida 33406"

FINALLY RESOLVED, that the proper officers of the Corporation shall be and hereby are authorized, empowered and directed to execute the First Articles of Amendment to the Original Articles of Incorporation of the Corporation, in the form attached hereto as Exhibit "A" and made a part hereof, in order to amend the Original Articles of Incorporation of the Corporation as provided herein, to file subsequently these First Articles of Amendment to the Original Articles of Incorporation of the Corporation with the Florida Department of State, Division of Corporations, as well as to take any and all other actions necessary, appropriate or desirable in order to implement the foregoing Resolutions.

IN WITNESS WHEREOF, the undersigned sole shareholder and the Board of Directors of the Corporation have executed this Action by Unanimous Written Consent of the Sole Shareholder and of the Board of Directors of Jorvik Aviation, Inc. In Lieu of a Meeting on this 20 day of July, 1995, for the purposes therein contained.

SHAREHOLDERS



Martin A. Cooper, Sole Shareholder

BOARD OF DIRECTORS



Martin A. Cooper, Director



Daniel A. DiMichele, Director

27/95 13:05 001
P95000042596

12/27/95
12:47 PM

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H95000014442)))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: AKERMAN, SENTERFITT & EIDSON, P.A.
777 SOUTH FLAGLER DRIVE, SUITE 900E
WEST PALM BEACH, FL 33401
LINDA B. MOLFETTA
PHONE: (407) 659-5990
FAX: (407) 659-6313

((H95000014442)))

DOCUMENT TYPE: DISSOLUTION
NAME: JORVIK AVIATION, INC,
FAX AUDIT NUMBER: H95000014442
CURRENT STATUS: REQUESTED
DATE REQUESTED: 12/27/1995
TIME REQUESTED: 12:47:24
CERTIFIED COPIES: 1
CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3
METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$87.50
ACCOUNT NUMBER: 076067004033

EFFECTIVE DATE

12-31-95

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET WHEN
SUBMITTING DOCUMENTS TO THE DIVISION OF CORPORATIONS. YOUR
DOCUMENT CANNOT BE PROCESSED WITHOUTH THE INFORMATION CONTAINED
ON THIS PAGE. REMEMBER TO TYPE THE FAX AUDIT NUMBER ON THE TOP AND
BOTTOM OF ALL PAGES OF THE DOCUMENT

((H95000014442)))

WPALM/26280_1.DOC

RECEIVED
55 DEC 27 PM 2:08

FILED

55 DEC 27 PM 2:54

Completed
Linda

12/27/95

13:06

MERSON SAWYER

002

H95000014442

ARTICLES OF DISSOLUTION
OF
JORVIK AVIATION, INC.

1. The name of the Corporation is Jorvik Aviation, Inc. (the "Corporation").
2. The Corporation filed Articles of Incorporation on May 31, 1995.
3. Dissolution of the Corporation was recommended by the Board of Directors of the Corporation and was duly approved by the requisite number of Shareholders on December 21, 1995 by a Joint Action by Unanimous Written Consent of the sole Shareholder and of the Board of Directors of the Corporation (the "Joint Action"), a copy of which is attached hereto as Exhibit "1" and made a part hereof.
4. The number of votes cast by the Directors and the sole Shareholder of the Corporation in the Joint Action in favor of dissolution of the Corporation was unanimous.
5. The Corporation is dissolved effective December 31, 1995.

IN WITNESS WHEREOF, the following officer, being duly authorized, empowered and directed, has executed these Articles of Dissolution this 21st day of December, 1995.

JORVIK AVIATION, INC.

By: 

Martin A. Cooper, President

WPALM/32779_1.DOC

Prepared by:
Philip M. Sprinkle II, Esquire
Akerman, Senterfitt & Eidson, P.A.
777 South Flagler Drive, Suite 900E
West Palm Beach, Florida 33401
Florida Bar Number: 0724890

EFFECTIVE DATE
12-31-95

H95000014442

FILED
95 DEC 27 PM 2:54
CLERK OF DISTRICT COURT
STATE OF FLORIDA

12/27/95

13:07

PERSON ON SALVER

003

H95000014442

**JOINT ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE SOLE SHAREHOLDER AND OF THE
BOARD OF DIRECTORS
OF JORVIK AVIATION, INC.
IN LIEU OF A MEETING**

The undersigned, being the sole Shareholder and all of the members of the Board of Directors of Jorvik Aviation, Inc. a Florida Corporation (the "Corporation"), hereby adopt the following Resolutions pursuant to F.S. Sections 607.0704, 607.0821 and 607.1402 which Resolutions are to have the same force and effect as if passed by a unanimous vote of all of the shareholders and directors of the Corporation at a duly called and convened meeting thereof:

WHEREAS, the sole Shareholder and all of the Directors of the Corporation believe it to be in the best interests of the Corporation that it be liquidated and dissolved; and

WHEREAS, all of the Directors of the Corporation desire that the effective date of dissolution be December 31, 1995.

NOW THEREFORE, Be It

RESOLVED, that the Corporation be liquidated and dissolved;

FURTHER RESOLVED, that the Articles of Dissolution, in the form attached hereto as "Exhibit A" and made a part hereof, shall be and hereby are approved and adopted;

FURTHER RESOLVED, that the effective date of dissolution shall be December 31, 1995; and

FINALLY RESOLVED, that the proper Directors, officers and representatives of the Corporation shall be and hereby are authorized, empowered and directed to take any and all action necessary, appropriate or desirable in order to implement the foregoing Resolutions including, without limitation, the execution and filing of the Articles of Dissolution.

IN WITNESS WHEREOF, the undersigned, being the sole Shareholder and all of the members of the Board of Directors of the Corporation, have executed this Joint Action by Unanimous Written Consent on this 20th day of December, 1995 for the purposes therein contained.


Martin A. Cooper, Sole Shareholder
and Director


Daniel A. DiMichele, Director

12/27/95

13:08

MERSON SAWYER

004

H95000014442

Exhibit A
ARTICLES OF DISSOLUTION
OF
JORVIK AVIATION, INC.

1. The name of the Corporation is Jorvik Aviation, Inc. (the "Corporation").
2. The Corporation filed Articles of Incorporation on May 31, 1995.
3. Dissolution of the Corporation was recommended by the Board of Directors of the Corporation and was duly approved by the requisite number of Shareholders on December ___, 1995 by a Joint Action by Unanimous Written Consent of the sole Shareholder and of the Board of Directors of the Corporation (the "Joint Action"), a copy of which is attached hereto as Exhibit "1" and made a part hereof.
4. The number of votes cast by the Directors and the sole Shareholder of the Corporation in the Joint Action in favor of dissolution of the Corporation was unanimous.
5. The Corporation is dissolved effective December 31, 1995.

IN WITNESS WHEREOF, the following officer, being duly authorized, empowered and directed, has executed these Articles of Dissolution this ___ day of December, 1995.

JORVIK AVIATION, INC.

By: _____
Martin A. Cooper, President

WPALM/02779_1.DOC

H95000014442