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6/06/95
DIVISION OF CORPORATIONS
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DEPARTMENT OF STATE 100 2ND AVE S
STATE OF FLORIDA PO BOX 387
409 EAST GAINES STREET ST PETERSBURG FL 33731-
TALLAHASSEE, FL 32399 CONTACT: HEIDI S LLOYD
FAX: (904) 922-4000 PHONE: (813) 822-2033
FAX: (813) 822-1633
(((H95000006236))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AIRFAIR, INC.
FAX AUDIT NUMBER: H95000006236 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/06/1995 TIME REQUESTED: 09:18:52
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER: 076666001271
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

H95000006236

OF

AIRFAIR, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is AIRFAIR, INC., and its principal office or mailing address is 6036 Central Avenue, St. Petersburg, Florida 33707.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 per value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 6036 Central Avenue, St. Petersburg, FL 33707, and the name of the initial registered agent is Lloyd D. Crossman.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one director. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

NAMEADDRESS

Lloyd D. Crossman

6036 Central Avenue
St. Petersburg, FL 33707

Robert Kapusta, Jr.
FBN 441538
Fisher & Sauls, P.A.
P.O. Box 387
St. Petersburg, FL 33731
813/822-2033

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ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME

ADDRESS

Lloyd D. Crossman

6036 Central Avenue
St. Petersburg, FL 33707

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 5th day of June, 1995.


Lloyd D. Crossman

"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 5th day of June, 1995.


Lloyd D. Crossman, Registered Agent

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MAR-21-1996 14:52

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3/21/96 FLORIDA DIVISION OF CORPORATIONS 2:38 PM
PUBLIC ACCESS SYSTEM
(((H96000004111))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: FISHER & SAULS, P.A.
DEPARTMENT OF STATE 100 2ND AVE S
STATE OF FLORIDA PO BOX 387
409 EAST GAINES STREET ST PETERSBURG FL 33731-
TALLAHASSEE, FL 32399 CONTACT: HEIDI S LLOYD
FAX: (904) 922-4000 PHONE: (813) 822-2033
FAX: (813) 822-1633

(((H96000004111))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: AIRFAIR, INC.
FAX AUDIT NUMBER: H96000004111 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/21/1996 TIME REQUESTED: 14:37:55
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
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C. J. Gammal - msc
L. J. Gammal - msc

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TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AIRFAIR, INC.

The undersigned corporation (the "Corporation"), in accordance with the Florida Business Corporation Act and its Articles of Incorporation, hereby adopts the following Articles of Amendment:

1. Corporation Name: The name of the Corporation is AIRFAIR, INC.
2. Amendment: Article 4 of this Corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

*ARTICLE 4: CAPITAL STOCK

This Corporation shall be authorized to issue two classes of stock: Class A Voting Common and Class B Non-Voting Common. Said classes of Stock shall be identical in all respects except that shareholders owning Class B Non-Voting Common stock shall have no voting rights of any kind or nature whatsoever. The par value and authorized issue of such classes of stock are as follows:

	<u>PAR VALUE</u>	<u>AUTHORIZED ISSUE</u>
Class A Voting Common	\$.01	10,000
Class B Non-Voting Common	\$.01	10,000

All subscriptions of said stock shall be paid for in lawful money of the United States of America or in property, labor, or services, at a just valuation to be fixed by the Board of Directors at a meeting called for such purposes; and property, labor or services may also be purchased or paid for with the capital stock of this corporation at a just valuation to be fixed by the Board of Directors and the Corporation may from time to time increase its capital stock to any amount authorized by law."

3. Adoption. The Amendment has been adopted by written consent of all of the directors and all of the shareholders of the Corporation on March 21, 1996, pursuant to Section 607.1003, Florida Statutes.

Robert Kapusta, Jr.
FBN 441538
Fisher & Sauls, P.A.
P.O. Box 387, St. Petersburg, FL 33731
813/822-2033

4. Effective Date. The Amendment shall become effective upon filing with the Florida Secretary of State.

5. Voting. The Amendment has been approved by all the Shareholders entitled to vote on the Amendment, and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the corporation this 21st day of MARCH, 1996.

AIRFAIR, INC.

By: Lloyd D. Crossman
Lloyd D. Crossman, as its President