

7950000043850

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN -7 PM 1:13

db 6/7/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>W</i>	_____	_____

WALK-IN Will Pick Up *67* _____

RE: Atlantic Golf Air, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

26 JUN -7 PM 1:13

ARTICLES OF INCORPORATION
OF
ATLANTIC GULF AIR, INC.

I, the undersigned Incorporator, for the purpose of forming a Corporation under the laws of the State of Florida, hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of this Corporation is **ATLANTIC GULF AIR, INC.**

ARTICLE II

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

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 12,000 consisting of 3,000 voting common shares having a par value of \$1.00 per share; 3,000 non voting common shares having a par value of \$1.00 per share; and 6,000 6% cumulative partially participating to a total of 12%, Preferred Stock, having a par value of \$100 per share. The rights and restrictions pertaining to the Preferred Stock are more fully enumerated in the Corporation's Bylaws.

The common shares shall be identical in all respects, except that the nonvoting shares shall carry no right to vote for the election of directors of the Corporation, and no right to vote on

any matter presented to the shareholders for their vote or approval except only as the laws of this state require that voting rights be granted to such nonvoting shares.

ARTICLE IV

The street address of the initial registered office of this Corporation is 225 East Robinson Street, Suite 450, Orlando, Florida, 32801, and the name of the initial registered agent of this Corporation at that address is J. BRIAN BAIRD.

ARTICLE V

The street address of the principal place of business and mailing address of this Corporation shall be 3501 West Vine Street, Kissimmee, Florida 34741.

ARTICLE VI

The name and address of the person signing these Articles of Incorporation as Incorporator is:

<u>Name</u>	<u>Address</u>
J. Brian Baird, Esquire	225 East Robinson St. Orlando, Florida 32801

ARTICLE VII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred on shareholders herein is granted subject to this reservation.

I, the Incorporator of this Corporation, have executed these
Articles of Incorporation this 6th day of JUNE, 1995

J. Brian Baird
J. Brian Baird, Esquire

STATE OF FLORIDA

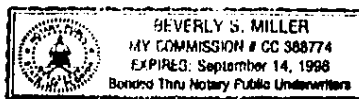
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged
before me this 6th day of June, 1995, by J. Brian
Baird, Esquire who has produced a drivers licenses as
identification and did not take an oath.

(SEAL)

Beverly S. Miller
Notary Public - State of Florida

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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DIVISION OF CORPORATIONS

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Pursuant to the provision of section 607.0501, 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 ATLANTIC GULF AIR, INC.
2. The name and ~~street~~ address of the registered agent and office is J. BRIAN BAIRD, 225 East Robinson Street, Suite 450, Orlando, Florida 32801.

Brian Baird
Signature

INDEPENDENT OK
Title

6/6/95
Date

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.

Brian Baird
Signature

6/6/95
Date