

P95-0000047109

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

No. 5177

RE: D. B. A. [unclear]
AV [unclear]

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 JUN 16 PM 3:21

AB 6/16/95

- Capital Express™
- Art. of Inc. File
- _____ Corp. Record Search
- _____ Ltd. Partnership File
- Foreign Corp. File
- () 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 Prep.
- _____ FAX () pgs.

300004515233
 -06/16/95-01043-034
 ****122.50 ****122.50

C.O. FEE. 0 DISBURSED

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

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>[Signature]</u>	_____	_____	_____

WALK-IN Will Pick Up 6-16-95 [unclear]

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

ARTICLES OF INCORPORATION
OF
D.B.A.C.S. AVIATION, INC.

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ARTICLE I

The name of this corporation is D.B.A.C.S. AVIATION, INC. whose place of business is located at 36181 Eastlake Road-Box 191, Palm Harbor, Florida 34685.

ARTICLE II

Duration

This corporation is organized for the purpose of transacting any and all lawful business. Specifically, the purpose of the corporation shall include but not be limited to the acquisition of flyable aircraft for the purpose of leasing for hire and resale for profit. The duration of the corporation shall be perpetual unless actions to the contrary are specifically taken by the Shareholders.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares at \$1.00 par value common stock, which shall be designated "common shares." The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Initial Registered Office and Agent

Street address of the initial registered office of this corporation is 33920 U.S. Highway 19 North, Suite 200, Palm Harbor, Florida 34684, and the name of the initial registered agent of this corporation at that address is Robert C. Dickinson III, P.A.

ARTICLE VII

Initial Board of Directors and Officers

This corporation shall have two (1) directors and/or officers initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Santo Steven BiFulco	36181 Eastlake Road-Box 191 Palm Harbor, Florida 34685	President, Director, Secretary

ARTICLE VIII

Incorporators

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

<u>Name</u>	<u>Address</u>	<u>Office</u>
Santo Steven BiFulco	36181 Eastlake Road-Box 191 Palm Harbor, Florida 34685	President, Director, Secretary

ARTICLE X

By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Shareholder Quorum and Voting

Fifty-one percent (51%), of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations,

or other entities.

ARTICLE XII

indemnification

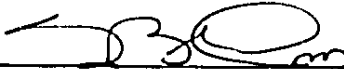
The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XIII

Amendment

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of June, 1995.

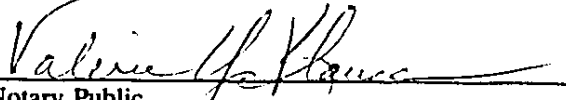


Santo Steven BiFulco (SEAL)

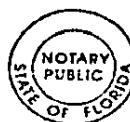
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in this State and County set forth above, personally appeared Santo Steven BiFulco, to be the person who executed the foregoing Articles of Incorporation who has produced a Florida Driver's License as identification and who did take an oath and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th day of June, 1995.



Notary Public
Print Name: Valerie Y. Klause
My Commission Expires: April 4, 1997



VALERIE Y. KLAUSE
My Comm Exp. 4/04/97
Bonded By Service Ins
No. CC273231


Personally Known Other I.D.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ACKNOWLEDGMENT:

Having been named to accept service for process for D.B.A.C.S. AVIATION, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


Robert C. Dickinson III