

P950000049579

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 26 PM 12:34  
DIVISION OF CORPORATIONS

dbb/26/95

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY SHW \_\_\_\_\_

WALK-IN Will Pick Up 6.26 1:00

RE:

Last Flight Out  
Jacksonville Inc.

C.C. FEE.

DISBURSED

☒ Capital Express™  
☒ Art. of Inc. File  
\_\_\_\_ Corp. Record Search  
\_\_\_\_ Ltd. Partnership File  
☒ Foreign Corp. File  
☒ ( ) Gen. 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.

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

ARTICLES2tew

ARTICLES OF INCORPORATION  
OF  
LAST FLIGHT OUT JACKSONVILLE INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 JUN 26 PM 12:34

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation for profit under Chapter 607 of the Florida Statutes, as amended.

ARTICLE I - NAME

The name of this corporation shall be:  
Last Flight Out Jacksonville Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation is:

c/o David A. King, Attorney  
1416 Kingsley Avenue  
Orange Park, FL 32073

ARTICLE III - DURATION

The corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida. This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the following purpose:

The transaction of any and all lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Florida Statutes §607.0302, et. seq., as amended, and the doing of all lawful things related thereto.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One and NO/100 Dollars (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the corporation's minute book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors,

to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this corporation is:

David A. King  
Attorney at Law  
1416 Kingsley Avenue  
Orange Park, FL 32073

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. Any and all additional powers and duties conferred to or imposed upon the board of directors, shall be by resolution of the shareholders.

The names and addresses of the initial directors are:

David G. O'Dell  
7910 Collins Ridge Boulevard  
Jacksonville, FL 32244

Stephen K. Campbell  
7910 Collins Ridge Boulevard  
Jacksonville, FL 32244

ARTICLE VIII - RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE IX - INDEMNIFICATION

The corporation may indemnify any present or former officer, incorporator, or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X - AMENDMENT

The shareholders reserve the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or to adopt new provisions. These Articles of Incorporation may be amended by a simple majority vote of the voting stock of the corporation that is present, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose. These Articles of Incorporation may be amended without a meeting as provided for in the Bylaws.

ARTICLE XI - INCORPORATOR

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

David A. King  
Attorney at Law  
1416 Kingsley Avenue  
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 21st day of June, 1995.

  
\_\_\_\_\_  
DAVID A. KING

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT 95 JUN 26 PM 12:34

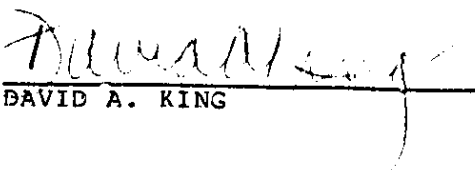
Pursuant to Section 48.091 and Section 607.0501,  
Florida Statutes, the following is submitted:

Last Flight Out Jacksonville Inc., desiring to organize  
under the laws of the State of Florida, with its principal  
office as indicated in the Articles of Incorporation in  
the State of Florida, has named as its agent to accept  
service of process within this State:

David A. King  
Attorney at Law  
1416 Kingsley Avenue  
Orange Park, FL 32073

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service  
of process for the above stated corporation, at the place  
designated in this certificate, I hereby agree to act  
in this capacity, and agree to comply with the provisions  
of said Act.

  
\_\_\_\_\_  
DAVID A. KING