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CARL WASILESKI

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June 15, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

300001527343
-06/23/95--01076--005
*****70.00 *****70.00

Attention: New Filings Section

Re: Tico Air, Inc.

Gentlemen:

I enclose herewith the Articles of Incorporation relative to the above-captioned corporation for filing with your office, along with a duplicate copy for certification and my check in the amount of \$70.00 to cover the following:

Filing Fee	\$35.00
Certificate Designating Resident Agent	<u>\$35.00</u>
	\$70.00

I would appreciate it if you would return the Articles of Incorporation to this office. Thank you for your assistance in this matter.

Very truly yours,


CARL WASILESKI

CW:am

Enclosures

3 CHECKS JUL 1995

**ARTICLES OF INCORPORATION
OF**

TICO AIR, INC.

The undersigned subscribers of these Articles of Incorporation hereby execute the same for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

TICO AIR, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be and is as follows:

To acquire, by purchase, lease or otherwise, lands and interest in lands, to own, hold, improve, develop and manage any real estate so acquired, and to erect or cause to be erected, on any lands owned, held or accepted by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation to buy, sell, mortgage, exchange, lease, hold for investment or otherwise use and operate, real estate of all kinds, improved and unimproved and any right or interest therein.

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TALLAHASSEE, FLORIDA

To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned or held by the corporation.

To buy and sell all kinds of property, both real and personal, to borrow money, issue promissory notes and other evidence of indebtedness, to own, buy, mortgage, sell or otherwise dispose of and to deal in and with property of all kinds as well as capital stock and shares of this corporation and that of other corporations, and to vote any share of such other corporation as may be owned by it, the same as a natural person might do, and to enter into such agreements, contracts and stipulations and make such arrangements as may be or seem necessary to carry out the same, and to attain the objects and purposes herein expressed and intended, and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

To become a member of and enter into any partnership or joint venture agreement for sharing profits with any person, firm or corporation.

To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in a company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above-named.

To engage in or carry on any business activity or commercial enterprise which is lawful under the laws of the State of Florida and the laws of the United States of America.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article in this Certificate, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock of Five Dollars (\$5.00) par value; all that are issued to be fully paid and exempt from assessment.

The capital stock may be paid for in cash, property, labor or services, the value of which property, labor or services shall be fixed by the Directors in the manner provided for by the Florida Statutes.

ARTICLE IV

The amount of capital with which this corporation shall begin business will be not less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be 365 Golden Knights Boulevard, Titusville, Florida 32780.

ARTICLE VII

The initial registered agent of this corporation shall be CARL WASILESKI and the registered office shall be 507 Palm Avenue, Titusville, Florida 32796.

ARTICLE VIII

The number of Directors shall be not less than one (1) but no more than five (5).

ARTICLE IX

The names and post office addresses of the first Board of Directors and Officers, who, subject to the provisions of the Articles of Incorporation and the By-Laws of the corporation and the first year of the corporation's existence, or until their successors are elected and have qualified are:

NAMES AND ADDRESSES

HARRY A. MERRITT, JR.
Post Office Box 2563
Titusville, FL 32781-2563

OFFICE

President

RAY SCOTT
Post Office Box 320841
Cocoa Beach, FL 32932-0841

Vice-President

ARTICLE X

The names and post office addresses of the subscribers to these Articles of Incorporation, and the number of shares they agree to take, are as follows, to-wit:

<u>NAMES AND ADDRESSES</u>	<u>SHARES</u>
HARRY A. MERRITT, JR. Post Office Box 2563 Titusville, FL 32781-2563	50%
RAY SCOTT Post Office Box 320841 Cocoa Beach, FL 32932-0841	50%

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE XI

The corporation may, in its By-Laws, confer powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being the original subscribers to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinabove set forth, accordingly have hereunto set my hand and seal this 26 day of June, 1995

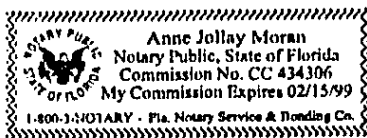

HARRY A. MERRITT, JR.

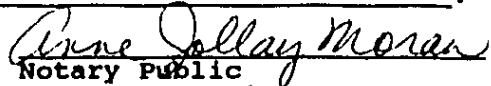

RAY SCOTT

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing Articles of Incorporation were acknowledged before me this 26th day of June, 1995, by HARRY A. MERRITT, JR., who is personally known to me or who produced identification in the form of .

(S E A L)



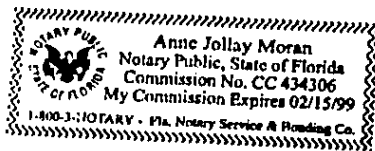

Notary Public
State of Florida at Large


My Commission Expires:

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing Articles of Incorporation were acknowledged before me this 26th day of June, 1995, by RAY SCOTT, who is personally known to me or who produced identification in the form of .

(S E A L)




Notary Public
State of Florida at Large

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with this Act:

First: That TiCo AIR, INC., desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in Titusville, Brevard County, Florida, has named CARL WASILESKI, whose address is 507 Palm Avenue, Titusville, Florida 32796 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


CARL WASILESKI
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA