

HOLTZMAN, KRINZMAN, EQUELS & FURIA

200 SOUTH BAYSHORE DRIVE

DATE 000

MIAMI, FLORIDA 33133

TELEPHONE (305) 859 7700

TELEFAX (305) 859 9998

August 31, 1995

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RECEIVED

8-31-95

[illegible]

Re: Air Wing International Corp.  
Our File No. 95-1092

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation of Air Wing International Corp., a Florida corporation. Also enclosed is a check in the amount of \$122.50 for payment of the filing and certified copy fee.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope enclosed for your convenience.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

SFP 7 1995 BSE

HOLTZMAN, KRINZMAN, EQUELS  
& FURIA, P.A.

Judy L. Wikel  
Legal Assistant

/jlw  
Enclosures

WPWIN-30409

FILED  
95 SEP -1 AM 9:33  
FBI - MEMPHIS

ARTICLES OF INCORPORATION  
OF  
AIR WING INTERNATIONAL CORP.

FILED

95 SEP -1 AM 9:33

TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Air Wing International Corp., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

EFFECTIVE DATE  
8-31-95

The name of the corporation is:

Air Wing International Corp.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

2601 S. Bayshore Drive  
Suite 600  
Miami, Florida 33133

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on August 31, 1995.

ARTICLE IV. PURPOSE

The corporation is organized to perform any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2601 S. Bayshore Drive, Suite 600, Miami, Florida 33133, and the name of the corporation's initial registered agent at that address is HKE&F Registered Agent Corp.

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased from time to time, as provided by the bylaws, but shall never be less than one. The name and street address of the initial director is:

Name

Address

Arthur J. Furia

2601 S. Bayshore Drive  
Suite 600  
Miami, Florida 33133

#### ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Arthur J. Furia

2601 S. Bayshore Drive  
Suite 600  
Miami, Florida 33133

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE IX. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

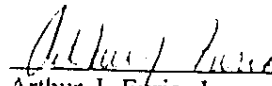
#### ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 31<sup>st</sup> day of August, 1995.

  
\_\_\_\_\_  
Arthur J. Furia, Incorporator

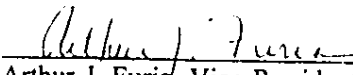
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Wingair International Corp., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Miami, State of Florida, has named HKE&F Registered Agent Corp., as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

  
\_\_\_\_\_  
Arthur J. Furia, Vice President  
HKE&F Registered Agent Corp.

WPWIN-30404

FILED  
95 SEP -1 AM 9:33  
TALLAHASSEE, FLORIDA

P95000068767

HOLTZMAN, KRINZMAN, EQUELS & FURIA

ATTORNEYS AT LAW

200 SOUTH BAYSHORE DRIVE

SUITE 800

MIAMI, FLORIDA 33131

TELEPHONE (305) 371-7700

TELEFAX (305) 371-7700

6 WEST PINE STREET  
ORLANDO, FLORIDA 32801

TELEPHONE (407) 839-0095

TELEFAX (407) 839-2050

THE EMPEROR BUILDING

805 WALKER, SUITE 1150

HOUSTON, TEXAS 77002

TELEPHONE (713) 272-9944

TELEFAX (713) 235-8004

August 5, 1996

REPLY TO

MIAMI

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

800001914778

08-05-96--01011--005

\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Air Wing International, Inc.  
File No. 95-1334

Dear Sir or Madam:

Enclosed is an original and one copy of the Affidavit of Resignation of Officer and/or Director of Air Wing International, Inc., a Florida corporation. Also enclosed is check number 033713 in the amount of \$87.50 made payable to the Department of State for payment of the filing and certified copy fees.

Please file the Affidavit of Resignation and kindly return the certified copy in the self-addressed stamped envelope provided herewith for your convenience.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

HOLTZMAN, KRINZMAN,  
EQUELS & FURIA, P.A.

Judy Wikel Baxter  
Legal Assistant

/jwb  
Enclosures

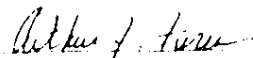
FLORIDA DEPARTMENT OF STATE, JIM SMITH, SECRETARY OF STATE

ATTIDAYH OF RESIGNATION OF OFFICER AND OR DIRECTOR

STATE OF FLORIDA  
COUNTY OF DADI

I, Arthur J. Furia, after being duly sworn state that to the best of my knowledge, information and belief and under the penalties of perjury, the following is true and correct:

1. I, Arthur J. Furia, hereby resign as President, Secretary, Treasurer and Director of AIR WING INTERNATIONAL, INC., a Florida corporation; and
2. That the corporation has been notified in writing of the resignation pursuant to §607.0842 and §607.0807 Florida Statutes

  
ARTHUR J. FURIA

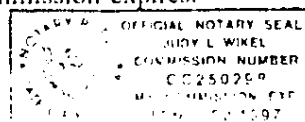
THE FOREGOING INSTRUMENT was acknowledged before me on this 11<sup>th</sup> day of July, 1996, by Arthur J. Furia, who is personally known to me or who has produced as identification.

NOTARY PUBLIC, STATE OF FLORIDA

Sign: 

Print: JUDY L. WIKEL

My commission expires:



FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314