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PLEASE REPLY TO

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CHRISTOPHER F. WELLS
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(813) 588-0400

* MEMBER OF FLORIDA
AND INDIANA BAR

January 22, 1996

Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

STANDARD BUSINESS
-01/25/96--01049--006
****122.50 ****122.50

Re: RJD Air, Inc.

Gentlemen:

Enclosed herewith please find duplicate Articles of Incorporation for the above referenced corporation for filing with the Secretary of State. Please return a certified copy to our offices.

We have enclosed our firm's check in the amount of \$122.50 as payment for the required filing fee, registered agent designation, and return to us of a certified copy of the articles.

Thank you for your courtesy and cooperation in this matter.

Yours very truly,



Todd Berger

TB/km
encl.

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95 JAN 25 PM 1:55
COMMUNICATIONS
SECTION

FILED
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
RJD AIR, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

NAME: The name of this corporation shall be RJD AIR, INC., and its initial principal office and address shall be at 1509 - 49th Street South, Gulfport, Florida 33707.

ARTICLE II

DURATION: This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which the corporation shall have to issue is 1000 shares of common stock, with a par value of \$1.00 per share. The total number of authorized shares shall have an aggregate par value of \$1,000.00. Each share of authorized stock which is initially sold shall be fully paid for before the corporation begins transaction of business.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent of the corporation is TODD BERGER, ESQUIRE, 810 - 63rd Avenue North, St. Petersburg, FL 33702.

ARTICLE VI

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one nor more than five members as provided by the By-Laws of the corporation, said Board to be elected by the stockholders of the corporation at the regular meeting of said stockholders.

If state law so provides, then upon the unanimous written agreement of all the stockholders of the corporation, the above-described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to shareholder agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the contest requires, the shareholders shall be deemed the directors of the corporation for purposes of applying applicable state law. The name(s) and address(es) of the first Board of Directors are:

ROY ARMSTRONG

1509 - 49th Street South
Gulfport, FL 33707

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above Board composed of one director. This director shall hold office until his successors are duly elected and qualified.

ARTICLE VII

OFFICERS: The Board of Directors shall, at its initial meeting, elect a President, Vice-President, Secretary and Treasurer, and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereat, the following person(s) shall hold the below-designated offices until their successors are elected and qualified:

President/Secretary/Treasurer - ROY ARMSTRONG

ARTICLE VIII

INCORPORATOR: The name and address of the incorporator of the corporation is TODD BERGER, 810 - 63rd Avenue North, St. Petersburg, FL 33702.

ARTICLE IX

AUTHORITY TO INCREASE CAPITAL STOCK: The capital stock authorized may be increased by 75% vote of the stockholders at any regular or special meeting called for that purpose by the adoption of an amendment to these articles.

ARTICLE X

SECTION 1244 ELECTION: The first Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and the regulations thereunder.

ARTICLE XI


BY-LAWS: The power to adopt, alter, amend or repeal the By-Laws should be vested in the Board of Directors.

ARTICLE XII

AMENDMENT: The power to amend these articles shall be held exclusively by the stockholders. An amendment hereto shall require a 2/3 vote of all outstanding stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 22 day of January, 1996.

WITNESSES:



Sharon Parker



TODD BERGER
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared TODD BERGER, as Incorporator, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 22 day of January, 1996.



Notary Public

My commission expires:

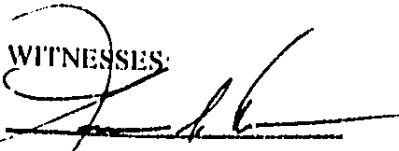


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SECRETARY OF STATE
CIVIL SERVICE DIVISION

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IN WITNESS WHEREOF, the undersigned registered agent hereby accepts such designation on this 22 day of January, 1996. I am familiar with and accept the duties and responsibilities as Registered Agent for this corporation.

WITNESSES:



Sharon Parker

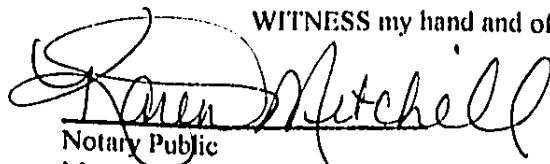


TODD BERGER, ESQUIRE
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared TODD BERGER, ESQUIRE, as Registered Agent, to me well known to be the person described in and who acknowledged before me that he executed the foregoing voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal this 22 of January, 1996.



Notary Public
My commission expires.

