

99600001 2036
Law Offices of Edward D. Foreman, P.A.

*Edward D. Foreman
Thomas C. Reynolds
Peter R. Jirous
Barbara D. Pennington*

*Suite 300
100 Second Avenue North
St. Petersburg, Florida 33701*

*Telephone 813 894.1559
Telex 230189 Swift UR ATT EDF
Telecopier 813 894.1915*

February 1, 1996

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32304

100001706161
-02/05/96--01048--004
****122.50 ****122.50

Re: CHEERS AIR SALES AND LEASING, INC.

Gentlemen:

Enclosed is the signed original and one copy of the Articles of Incorporation of the above reference corporation. Also enclosed is our check in the amount of \$122.50 to cover the cost of filing and a certified copy.

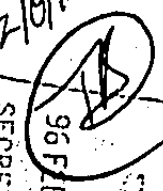
Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions or need anything further, please do not hesitate to call us.

Very truly yours,


Edward D. Foreman

EDF/sah
Enclosures

2/10/96

96 FEB -5 AM 8:47
711.0717
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHEERS AIR SALES AND LEASING, INC.

FILED
96 FEB -5 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the Corporation is: **CHEERS AIR SALES AND LEASING, INC.**

ARTICLE II.

DURATION

The duration of the Corporation is perpetual.

ARTICLE III.

PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation.

C. To specifically engage in the business of aviation.

ARTICLE IV.

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is TEN (10) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 11601 4th Street North, Suite 1313, St. Petersburg, Florida 33716, and the name of its initial Registered Agent at that address is Charles Laskey. The Principal Place of Business of the corporation is 11601 4th Street North, Suite 1313, St. Petersburg, Florida 33716.

ARTICLE VI.

INITIAL BOARD OF DIRECTORS

The number of Board of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Charles Laskey	11601 4th Street North, Suite 1313 St. Petersburg, Florida 33716

ARTICLE VII.

INCORPORATORS

The name and address of each Incorporator is as follows:

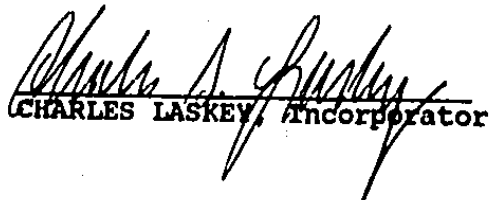
<u>Name</u>	<u>Address</u>
Charles Laskey	11601 4th Street North, Suite 1313 St. Petersburg, Florida 33716

ARTICLE VIII.

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Incorporation this 01 day of February, 1996.


CHARLES LASKEY, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF PINELLAS)

Before me, the undersigned authority, this date personally appeared CHARLES LASKEY, who is personally known to me

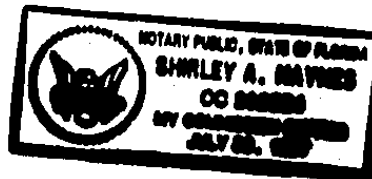
or who produced _____ as identification, and who
after being first duly sworn, acknowledged that he executed the
foregoing Articles of Incorporation of CHEERS AIR SALES AND
LEASING, INC. for the purposes therein expressed.

WITNESS my hand and official seal this 1st day of
February, 1996.

Shirley A. Haynes
NOTARY PUBLIC

Print Name: Shirley A. HAYNES

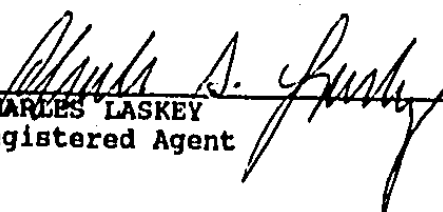
(SEAL)



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CHEERS AIR SALES AND LEASING, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 01 day of February, 1996.



CHARLES LASKEY
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA