

P9600001284

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 \$ _____

w96-2842
BK 2/9/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>[Signature]</i>	_____	_____	_____

WALK-IN *2/7 12:00*
 Will Pick Up _____

RE: *Our Ventures, Inc.*
SOUTHWEST AIR L.P.

SEC. OF RE. DISBURSED
 TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Capital Express SM		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

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 ***122:50 ***122:50

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

96 FEB -7 AM 10:16
RECEIVED
DIVISION OF REVENUE

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



RECEIVED
06 FEB -9 PM 2:33
FLORIDA DEPARTMENT OF STATE
Sandra B. Morton
Secretary of State

February 9, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: GULFCOAST AIR, INC.
Ref. Number: W96000002842

Southwest Air
We have received your document for ~~GULFCOAST AIR, INC.~~ and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 296A00005399

Corrected

ARTICLES OF INCORPORATION

FOR

SOUTHWEST AIR, INC.

FILED
96 FEB -9 PM 3:32
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be SOUTHWEST AIR, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Evelyn K. Donato. The street address of the initial registered office of the corporation for service of process shall be 800 Laurel Oak Drive, Suite 303 Naples, Florida 33963.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have one (1) director(s). The number of directors may be increased or decreased from time to time by the By-Laws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial director(s) of the corporation are:

Evelyn K. Donato
800 Laurel Oak Drive, Suite 303
Naples, FL 33963

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation is Evelyn K. Donato, of 800 Laurel Oak Drive, Suite 303, Naples, Florida 33963.

ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 800 Laurel Oak Drive, Suite 303, Naples, Florida 33963. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX - BY-LAWS

The initial By-Laws of the corporation shall be adopted by the Board of Director(s) at the organizational meeting. Thereafter, the power to adopt, alter, amend, or repeal the By-Laws shall be vested in the shareholders of the corporation.

ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI - NO PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any Amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of February, 1996.

WITNESSES:

Heidi M. Butler

Evelyn K. Donato
Evelyn K. Donato, Incorporator

John W. Briggs

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared Evelyn K. Donato, who after being first duly sworn, deposes and says that she has read the foregoing Articles of Incorporation and that he has executed them for the purposes of establishing the corporation set forth herein.

WITNESS my hand and seal this 7 day of February, 1996.

John W. Briggs
Notary Public



**NOTICE OF ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

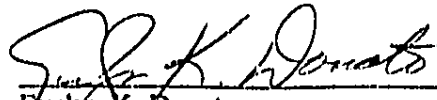
FILED

96 FEB -9 PM 3:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.304, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for Southwest Inc., a Florida corporation this 29th day of February, 1996.

Attest:



Evelyn K. Donato
800 Laurel Oak Drive, Suite 303
Naples, FL 33963
(813) 592-7777