

7/28/96 14:29

1:59 PM

(((H96000002708))) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM

13

DEPARTMENT OF STATE 777 S FLAGLER DR
STATE OF FLORIDA PHILLIPS POINT SUITE 500B
409 EAST GAINES STREET WEST PALM BEACH FL 33401-6194
TALLAHASSEE, FL 32399 CONTACT: MARY BLACKFORD CHERRY
FAX: (904) 922-4000 PHONE: (407) 650-0728

FAX: (407) 655-5677

(((H96000002708))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FB AIR HOLDINGS, INC.

FAX AUDIT NUMBER: H96000002708 **CURRENT STATUS: REQUESTED**

DATE REQUESTED: 02/26/1996 TIME REQUESTED: 13:59:32

CERTIFIED COPIES: 1 **CERTIFICATE OF STATUS: 0**

NUMBER OF PAGES: 5 **METHOD OF DELIVERY: FAX**

ESTIMATED CHARGE: \$122.50 **ACCOUNT NUMBER: 076117000420**

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000002708))

**** ENTER 'M' FOR MENU. ****

ENTER SELECTION AND <CR>:

FILED

05 FEB 25 PM 4:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1990-1991

96 FEB 26 PM 3:02

02/15/2001

4076555677

GUNSTER YOAKLEY WPB

F-462 1-166 P-001

FEB 26 '96 14:28

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, PA.

ATTORNEYS AT LAW
PHILLIPS POINT, SUITE 500 EAST
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401-6194
P.O. BOX 4587
WEST PALM BEACH, FLORIDA 33402-4587

TELEPHONE (407) 655-1980
FAX (407) 655-5677

OTHER OFFICES IN:
STUART, FL (407) 288-1980
FORT LAUDERDALE, FL (305) 462-2000

FAX TRANSMITTAL FORM

DATE: February 26, 1996
TO: FL Division of Corporations
FIRM: Department of State
CITY, STATE: Tallahassee, FL
FAX #: 904-922-4000
PHONE #: 904-487-6926
FROM: Rose Carbone, Legal Assistant Ext: 726
ORIGINALS TO FOLLOW: No

NO. OF PAGES TRANSMITTED (INCLUDING THIS COVER PAGE) 7
NOTE: PLEASE CALL IMMEDIATELY IF ALL PAGES ARE NOT RECEIVED: (407) 650-0726

Message:

CONFIDENTIALITY NOTE:

THE INFORMATION CONTAINED IN THIS TRANSMISSION IS LEGALLY PRIVILEGED AND CONFIDENTIAL, INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION, OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU RECEIVE THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE (COLLECT) AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE-LISTED ADDRESS VIA THE U.S. POSTAL. WE WILL REIMBURSE YOU FOR POSTAGE AND/OR TELEPHONE EXPENSES INVOLVED. THANK YOU.

CLIENT/MATTER#: 14053.9

H96000002708

ARTICLES OF INCORPORATION**OF****FB AIR HOLDINGS, INC.****Article I****Name****The name of the corporation is FB AIR HOLDINGS, INC.****Article II****Duration****The corporation shall have a perpetual existence.****Article III****Purpose****The corporation is organized for the purpose of transacting any and all lawful business.****Article IV****Address****The principal place of business of this corporation shall be:****988 Cypress Woods Drive
Naples, Florida 33940****Jeffrey A. Stoops, Esq. (FL Bar No. 0480843)
Gunster, Yoakley, Valdes-Pauli & Stewart, P.A.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401
(407) 655-1980**

H96000002708

**FILED
95 FEB 26 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The mailing address of this corporation shall be:

988 Cypress Woods Drive
Naples, Florida 33940

Article V

Capital Stock

The corporation is authorized to issue ten thousand (10,000) shares of one cent (\$.01) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 777 South Flagler Drive, Suite 500 East, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at the address is Valdes-Fauli Corporate Services, Inc. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Incorporator

The name and address of the person signing these Articles is:

Jeffrey A. Stoops 777 S. Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

H96000002708

Article VIII**Powers**

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX**Indemnification**

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal

H96000002708

representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.


Jeffrey A. Sloop

DATED: February 26, 1995

H96000002708

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for FB AIR HOLDINGS, INC., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:**VALDES-FAULI CORPORATE SERVICES, INC.**By: 

Michael V. Mitrione, Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB 26 PM 4:49

FILED

188042