

**P96000021718**  
**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

000001736050  
-03/07/96--01084--005  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: TREASURE COAST AIRLINES OF FL INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☒ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: Donald V. Spira  
Name (printed or typed)

280 EAST ST.  
Address

FT. PIERCE FL. 34982  
City, State & Zip

407-465-0054  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

96 MAR -7 AM 10:11

FILED

NOTE: Please provide the original and one copy of the articles


GB 3/11/96

ARTICLES OF INCORPORATION  
OF  
TREASURE COAST AIRLINES OF FLORIDA, INC.

FILED  
96 MAR -7 AM 10:11  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

1. The name of this Corporation is Treasure Coast Airlines of Florida, Inc. (the "Corporation").
2. The street address of the initial principal office of the Corporation is: 280 Easy Street, Fort Pierce, Florida 34982, and the mailing address of the initial principal office of the Corporation is the same.
3. The Corporation shall have authority to issue 20,000,000 shares of Common Stock, par value \$0.01 per share.
4. The name and street address of the initial Registered Agent of the Corporation is: Donald Von-L. Spry, 280 Easy Street, Fort Pierce, Florida 34982.
5. The name and address of the incorporator is: Donald Von-L. Spry, 280 Easy Street, Fort Pierce, Florida 34982.

Dated: March 5, 1996.

  
Incorporator.

**Certificate of Designation of  
Registered Agent/Registered Office**

FILED

96 MAR -7 AM 10:11

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,  
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is Treasure Coast Airlines of Florida, Inc.
2. The name and address of the Registered Agent and Office is:

Donald Von-L Spry  
280 Easy Street  
Fort Pierce, FL 34982.

Having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: March 5, 1996.

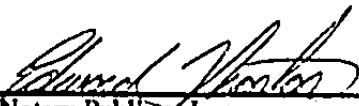
  
\_\_\_\_\_  
Registered Agent.

STATE OF FLORIDA  
COUNTY OF ST. LUCIE.

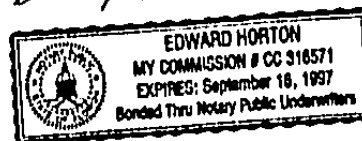
BEFORE ME, the undersigned authority, personally appeared Donald Von-L Spry, to me known to be the person described in and who subscribed to the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to the law that he made and subscribed same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal in the state and county aforesaid this Fifth day of March, 1996.

My Commission Expires:

  
Notary Public at Large  
State of Florida.

*Don Spry Provided F.L.O.L.*



P96000021718

TREASURE COAST AIRLINES  
200 EASY STREET  
FORT PIERCE, FLORIDA 34982  
407-465-0054  
FAX: 407-465-0053

July 10, 1996

Ms. Velma Shepard  
Division of Corporations - Amendments  
409 East Gaines Street  
Tallahassee, Florida 32399

Dear Ms. Shepard:

I spoke to you on the telephone today regarding filing amendments to the Articles of Incorporation for Treasure Coast Airlines. As I explained to you this was supposed be done on Monday, July 8th by Capital Connection, but they failed to do it. Since it is extremely important that these documents be filed right away, I sincerely appreciate your offer to see that this gets done the day of receipt which should be July 11th unless Federal Express goes under overnight!

I have enclosed a Federal Express airbill for you to return the stamped copy to me by Federal Express. Thank you so much for your help. It's nice to know that people will still go out of their way sometimes to help someone out. Thanks again!

Sincerely yours,



Scottie A. Spry  
Secretary

SAS

Enclosures

VS JUL 11 1996

Amend

KS  
7/11

FILED  
96 JUL 11 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
4000001832344  
-07/12/96--01057--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TREASURE COAST AIRLINES OF FLORIDA, INC.

FILED  
96 JUL 11 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the Florida profit corporation adopts the following articles of amendment to its Articles of Incorporation:

**First:** Amendment(s) adopted: The preamble and Articles 1 through 5 are amended and the following shall be substituted:

See Exhibit "A"

**Second:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

No shares have been issued.

**Third:** The date of each amendment's adoption: July 3, 1996.

**Fourth:** Adoption of Amendment(s):

\_\_\_\_\_ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

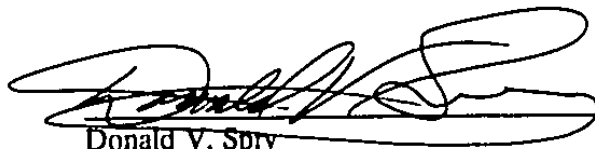
\_\_\_\_\_ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."

\_\_\_\_\_ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

  X   The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 3rd day of July 1996.

  
Donald V. Spry  
Incorporator

**Exhibit "A"**

**AMENDED  
ARTICLES OF INCORPORATION  
OF  
TREASURE COAST AIRLINES OF FLORIDA, INC.**

The undersigned natural persons, acting as Incorporators for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

***I***

***Name of Corporation, Principal Office and Mailing Address***

The name of this Corporation shall be Treasure Coast Airlines of Florida, Inc. The principal office of this Corporation shall be 280 Easy Street, Fort Pierce, Florida 34982. The mailing address of this Corporation shall be the same.

***II***

***Purposes***

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

***III***

***Stock***

The Corporation shall issue two (2) classes or series of stock, as follows:

A. The maximum number of Class A shares of stock that the Corporation is authorized to have outstanding at any time shall be twenty million (20,000,000) shares of common stock at one (\$0.01) cent par value. This stock shall be nonvoting stock.

B. The maximum number of Class B shares of stock that the Corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock at One (\$1.00) Dollar par value. This stock shall be voting stock.

#### ***IV***

##### ***Duration***

The Corporation shall have perpetual existence.

#### ***V***

##### ***Registered Agent***

The address of this Corporation's initial registered office is 280 Easy Street, Fort Pierce, Florida 34982, and the name of its initial Registered Agent at said address is Don Von-El Spry.

#### ***VI***

##### ***Incorporator***

The name and address of the Incorporator is as follows:

Don V. Spry  
280 Easy Street  
Fort Pierce, FL 34982

#### ***VII***

##### ***Informal Director Action***

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### ***VIII***

##### ***Indemnification***

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

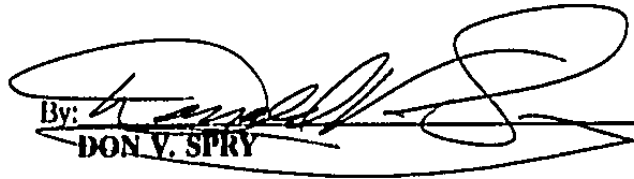


## IX

### Bylaws

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the Board of Directors or by an affirmative vote of a majority of all the Directors present in person or by proxy.

***In Witness Whereof***, the undersigned Incorporators have executed these Articles of Incorporation this 5 day of July 1996.

By:   
DON V. SPRY

State of Florida  
County of St. Lucie

***The Foregoing Instrument*** was acknowledged before me this 5 day of July 1996, by DON V. SPRY after producing Florida Driver's License # FL5160-197-38-010-0, is known to be the person who executed the foregoing **AMENDED ARTICLES OF INCORPORATION**, as the Incorporator, who acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

***In Witness Whereof***, I have hereunto set my hand and seal this 5 day of July 1996.

  
NOTARY PUBLIC-State of Florida

My commission expires:

