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April 12, 1996

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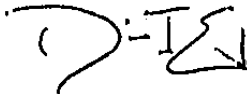
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Articles of Incorporation of  
Phoenix East Aviation of Jacksonville, Inc.

Dear Sir or Madam:

Please file the above referenced Articles of Incorporation. I have enclosed a check in the amount of \$122.50 to pay the filing fee. If you have any questions, please do not hesitate to call me. Thank you.

Sincerely,



David J. Edwards

Enclosure

FILED  
96 APR 15 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8/17/96

**ARTICLES OF INCORPORATION**

**OE**

**PHOENIX EAST AVIATION OF JACKSONVILLE, INC.**

FILED

96 APR 15 AM 11:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

Section 1.1. Name. The name of the corporation is Phoenix East Aviation of Jacksonville, Inc.

**ARTICLE II**

**Duration**

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**

**Purposes**

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

**Capital Stock**

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares having a par value of \$.01 per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

## ARTICLE V

### Initial Registered Office, Principal Office and Agent

Section 5.1. Name and Address. The street address of both the initial registered office and the principal place of business of this corporation is:

855 St. Johns Bluff Road  
Jacksonville, Florida 32225

and the name of the initial registered agent of this corporation at that address is: Spence J. Edwards.

## ARTICLE VI

### Directors

Section 6.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Directors. The name and street address of the initial members of the first board of directors of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Spence J. Edwards	855 St. Johns Bluff Road, Jacksonville, Florida 32225
Nino Ciancetta	855 St. Johns Bluff Road, Jacksonville, Florida 32225

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE VII

### Bylaws

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

## ARTICLE VIII

### Incorporator


Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is: Spence J. Edwards, 855 St. Johns Bluff Road, Jacksonville, Florida 32225.

## ARTICLE IX

### Amendment


Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

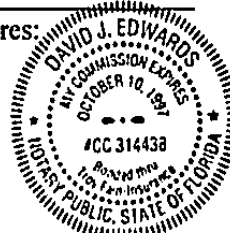
IN WITNESS WHEREOF, the incorporator has executed these Articles the 7th day of April, 1996

  
Spence J. Edwards

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by Spence J. Edwards this 7th day of April, 1996. He is personally known to me.

  
Notary Public, State of Florida  
at Large.  
Name Printed: David J. Edwards  
Commission No.: \_\_\_\_\_  
My Commission expires: \_\_\_\_\_



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**


In compliance with FLA. STAT. Sections 48.091 and 607.034, the following is submitted:

Phoenix East Aviation of Jacksonville, Inc., desiring to organize or qualify under the laws of the State of Florida, hereby designates Spence J. Edwards as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 855 St. Johns Bluff Road, Jacksonville, Florida 32225.

  
Spence J. Edwards

Dated: April 7, 1996

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Spence J. Edwards hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

  
Spence J. Edwards

Dated: April 7, 1996

(Art-Incp.pea)

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96 APR 15 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA