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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 923029 85063A

AUTHORIZATION :

COST LIMIT : * PPD

ORDER DATE : April 18, 1996

ORDER TIME : 10:11 AM

ORDER NO. : 923029

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-04/18/96--01002--005
****122.50 ****122.50

CUSTOMER NO: 85063A

CUSTOMER: Robert W. Darnell, Esq
ROBERT W. DARNELL, ESQ

2033 Main Street, Suite 406

Sarasota, FL 34237

DOMESTIC FILING

NAME: O'KEEFE AVIATION, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

STATE OF FLORIDA
TALLAHASSEE, FLORIDA
APR 19 1996
10:11 AM

HA
4-19-96

Davis, Persson, Smith & Darnell

Attorneys and Counselors At Law
A Partnership of Professional Associations

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Barbara B. Levin
Burry R. Lowla, Jr.
Robert B. Turffe

FILED

96 APR 18 AM 9:41

David D. Davis
SECURITY CODE
TALLAHASSEE, FLORIDA

* Qualified in Administrative and Governmental Law under
the Florida Designation Plan
† Board Certified Civil Trial

April 16, 1996

1520-3

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: O'Keefe Aviation, Inc.

Dear Sir or Madam:

Enclosed please find original and duplicate of Articles of Incorporation for the above referenced Corporation, together with a check in the amount of \$122.50 to cover the following:

Filing of the Articles	\$35.00
Certified Copy of the Articles	52.50
Registered Agent	35.00

We would appreciate your returning to us the certified copy of the Articles of Incorporation via the CSC Networks courier.

DAVIS, PERSSON, SMITH & DARNELL

By:


Robert W. Darnell

RWD:cw
Enclosures

ARTICLES OF INCORPORATION
OF
O'KEEFE AVIATION, INC.

FILED
96 APR 18 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

O'KEEFE AVIATION, INC.

ARTICLE II - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 7827 Allan Robertson Place, Sarasota, Florida 34240.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 7827 Allan Robertson Place, Sarasota, Florida 34240 and the registered agent at such office is Michael A. O'Keefe.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Michael A. O'Keefe
7827 Allan Robertson Place
Sarasota, Florida 34240

ARTICLE VIII - SHAREHOLDER'S PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights and each holder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase any unissued or treasury shares of the Corporation which from time to time may be issued (whether or not presently authorized), in the ratio that the number of shares of

the common stock held at the time of the issue bear to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the Corporation inviting him to exercise the right.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE X - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Michael A. O'Keefe
7827 Allan Robertson Place
Sarasota, Florida 34240

The undersigned has executed these Articles this 5
day of April, 1996.

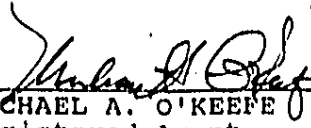

MICHAEL A. O'KEEFE

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for O'KEEFE AVIATION, INC. at the place designated in the Articles, I heroby 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.

Date

4/5/96


MICHAEL A. O'KEEFE
Registered Agent

96 APR 18 PM 9:42
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TALLAHASSEE FLORIDA