

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10149, 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 \$ _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4/19		
TIME	9:30		CK No. _____
BY	[Signature]		

WALK-IN
Will Pick Up _____

RE: W & S Inc

56 APR 19 AM 11:00

C.C. FEE DISBURSED
TALLAHASSEE, FLORIDA

Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Pollitious Name File		
Name Reservation	-04/19/96--01021--011	
Annual Report/Reinstatement	***122.50	***122.50
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		

SUBTOTALS

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

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

ARTICLES OF INCORPORATION

FOR

W & S AIR, INC.

FILED
9 APR 19 11:02
TALLAHASSEE, FLORIDA

The undersigned, hereby associate for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

Name

The name of this corporation is **W & S AIR, INC.**, hereinafter referred to as the Corporation.

ARTICLE II

Purposes

This Corporation is organized for the following purposes:

A. To engage in any activities or business permitted under the laws of the United States and Florida.

B. To exercise any and all powers enumerated in Florida Statutes, Chapter 607, and any or all lawful business.

C. To do all and everything necessary and proper for the accomplishment of any and all of the purposes or the attaining of any of the objects, purposes or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with

other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects as set forth in this Certificate of Incorporation or any amendment thereof.

ARTICLE III Capital Stock

The capital stock of this Corporation shall consist of one thousand (1,000) shares at One and no/100 Dollar (\$1.00) per share par value common stock. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors.

Any and all such shares shall not be liable for any further call or assessment or any other payment thereon.

ARTICLE IV Restrictions on Sales and Transfers of Stock

The shares of stock to be issued by the Corporation shall be subject to the following provisions and restrictions upon sales and transfers thereof:

In the event a stockholder, by which term is included the executors, administrators, heirs, legatees and the nominee or personal representative of any stockholder, shall desire to sell, assign, give or transfer any shares

of stock in the Corporation, such stockholder must, by giving written notice of such desire to a majority of the Board of Directors, give the right and privilege for thirty (30) days to purchase the same at a price equal to a bona fide firm offer, in writing, made to each stockholder for the purchase of such share or shares of stock by a person, firm or corporation ready, willing and able to buy such stock at the price so offered to be paid; and no stock of the Corporation shall be transferred upon its books unless the foregoing provision has been complied with and any attempt to transfer such stock in any other manner will be void.

ARTICLE V
Corporate Existence

The Corporation shall have perpetual existence.

ARTICLE VI
Registered Office and Registered Agent

The registered office of the Corporation shall be 8909 20th Street, Vero Beach, Florida, 32966; and the registered agent shall be **CHESTER CLEM**.

ARTICLE VII
Number of Directors

The affairs of the Corporation shall be conducted by the Board of Directors. The initial Board of Directors shall consist of two (2) directors, who shall serve until such time as may be established in the corporate Bylaws for the first annual meeting or until resignation, whichever shall occur first. The corporate Bylaws shall provide for the number of directors (except the initial Board of Directors), which number shall not exceed seven (7). The names and addresses of the initial directors of this Corporation are:

EDWIN W. WALPOLE, III, Post Office Box 1177, Okeechobee, Florida, 34973-1177;

WALTER S. SMITH, JR., 8909 20th Street, Vero Beach,
Florida, 32966.

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles are:
CHESTER CLEM, Suite 501, Univest Building, 2770 Indian River
Boulevard, Vero Beach, Florida, 32960-4278.

ARTICLE IX
Special Charter Provisions

In furtherance and not in limitation of the powers conferred
by Statute, the Board of Directors is expressly authorized:


A. Subject to the Bylaws, if any, adopted by the stock-
holders, to make, alter, amend or repeal the Bylaws of the
Corporation.

B. The Corporation may, at any meeting of its Board of
Directors, sell, lease or exchange all of its property and assets,
including its good will and its corporate business, upon such terms
and conditions, either for cash, for the securities of any other
corporation or corporations and for such consideration as its Board
of Directors may deem expedient and for the best interest of the
Corporation when and as authorized by the written consent of the
holders of record of at least two-thirds (2/3) of the stock of each
class issued and outstanding.

C. No contract or other transaction between the Corporation
and any other corporation in the absence of fraud, shall be
affected or invalidated by the fact that any one or more of the
directors of the Corporation is or are interested in or is a

director or officers or are directors or officers of such other corporation; and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract of the Corporation or a contract in which the Corporation is interested; further, no contract, act or transaction of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firms or corporation; and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be anywise interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at the City of Vero Beach, Indian River County, Florida, for the uses and purposes herein expressed this 18th day of April, 1996.

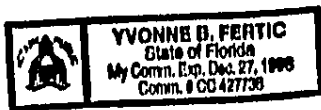


Chester Clem

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

Sworn to and subscribed before me this 18th day of April,
1996, by CHESTER CLEM, who is personally known to me.

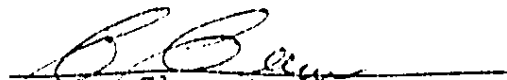


Yvonne B. Fertic
Print Name: Yvonne B. Fertic
Notary Public, State of Florida at
Large. My Commission Expires:
Dec. 27, 1998. My Commission Number
is: CC 427738.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, APR 19 AM 10
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.325, Florida Statutes, the
following is submitted:

First that **W & S AIR, INC.**, with its place of business at 8909
20th Street, Vero Beach, Florida, 32966, has named **CHESTER CLEM**
located at 8909 20th Street, City of Vero Beach, State of Florida,
as its agent to accept service of process within Florida.


Chester Clem, Incorporator

Date: April 18, 1996

Having been named to accept service of process for the above
stated alien business organization at the place designated in this
Certificate, I hereby agree to act in this capacity. I further
agree to comply with the provisions of all Statutes relative to the
proper and complete performance of my duties and I accept the
duties and obligations of Section 607.325, Florida Statutes.


Chester Clem, Registered Agent

Date: April 18, 1996