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DOBSON & BROWN, P.A.

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RONALD W. BROWN

TELEPHONE (904) 824-9032
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April 17, 1996

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

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-04/19/96--01077--012
****122.50 ****122.50

RE: Florida Aviation Charter, Inc.

Dear Reader:

Enclosed please find the executed Articles of Incorporation for Florida Aviation Charter, Inc. Also find enclosed our firm check in the amount of \$122.50 to cover the filing fee of \$35.00, the registered agent fee of \$35.00 and the fee of \$52.50 for a certified copy of the Articles.

Please file accordingly. If you have any questions, please call. Thank you for your assistance in this matter.

Sincerely,

Jessica Griner

Jessica Griner
Legal Assistant

Enclosures

D. BROWN APR 23 1996

ARTICLES OF INCORPORATION
OF
FLORIDA AVIATION CHARTER, INC.

FILED
85 MAR 19 PM 12 15
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned, for the purpose of forming a corporation pursuant to the Florida General Corporations Act, do hereby adopt the following Articles of Incorporation for such corporation:

1. The name of the Corporation is Florida Aviation Charter, Inc.

2. Existence of the Corporation shall be perpetual. Corporate existence shall commence upon the filing of these Articles of Incorporation.

3. The purpose for which the Corporation is initially organized is the transaction of any and all business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

4. The aggregate number of shares which the corporation shall have the authority to issue is 2000 of \$1.00 par value each.

5. The street address and mailing address of the initial principal office shall be 4900 U.S. 1 North, Suite 200, St. Augustine, Fl 32095; and the name of its initial registered agent at such address is Duane Brown.

6. The initial Board of Directors shall consist of four (4) members, but such number may be increased or decreased as provided in the By-Laws of the Corporation. In no event shall the number of directors be less than one. The names and addresses of the initial members of the Board of Directors are:

Duane Brown
4900 U.S. 1 North, Suite 200
St. Augustine, Florida 32095

Bjorn Ottosen
4900 U.S. 1 North, Suite 200
St. Augustine, Florida 32095

Kenneth Stockdale
14 2nd Street
St. Augustine, Florida 32084

Ben Welch
5724 Crosswinds Circle, Suite 101
St. Augustine, Florida 32092

7. The names and addresses of each of the incorporators
are as follows:

Duane Brown
4900 U.S. 1 North, Suite 200
St. Augustine, Florida 32095

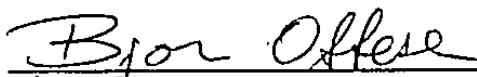
Bjorn Ottesen
4900 U.S. 1 North, Suite 200
St. Augustine, Florida 32095

Kenneth Stockdale
14 2nd Street
St. Augustine, Florida 32084

Ben Welch
5724 Crosswinds Circle, Suite 101
St. Augustine, Florida 32092

IN WITNESS WHEREOF, the Incorporators have hereunto set
their hands and seals this 15 day of April, A. D., 1996.


Duane Brown


Bjorn Ottesen

Kenneth Stockdalo
Kenneth Stockdalo

Ben Welch
Ben Welch

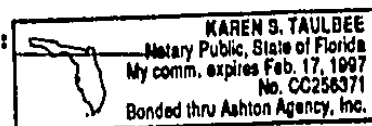
STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned officer duly authorized to take oaths and acknowledgments in the County and State aforesaid, personally appeared DUANE BROWN who is personally known to me or who produced -Personally Known- as identification, and who, after being by me first duly sworn and cautioned, acknowledged to and before me that he executed the above and foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in ST. Augustine, ST. Johns County, Florida this 15 day of April, A. D., 1996.

Karen S. Taulbee
Notary Public, State of Florida
at Large
My Commission Expires:

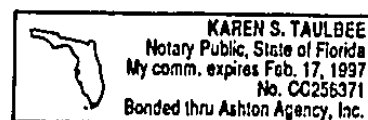
STATE OF FLORIDA
COUNTY OF ST. JOHNS



BEFORE ME, the undersigned officer duly authorized to take oaths and acknowledgments in the County and State aforesaid, personally appeared BJORN OTTESEN who is personally known to me or who produced -Personally Known- as identification, and who, after being by me first duly sworn and cautioned, acknowledged to and before me that he executed the above and foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in ST. Augustine, ST. Johns County, Florida this 15 day of April, A. D., 1996.

Karen S. Taulbee
Notary Public, State of Florida
at Large
My Commission Expires:



STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned officer duly authorized to take oaths and acknowledgments in the County and State aforesaid, personally appeared KENNETH STOCKDALE, who is personally known to me or who produced Personally Known as identification, and who, after being by me first duly sworn and cautioned, acknowledged to and before me that he executed the above and foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in St. Augustine, ST. JOHNS County, Florida this 16th day of April, A. D., 1996.

Karen S. Taulbee
Notary Public, State of Florida
at Large
My Commission Expires



STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned officer duly authorized to take oaths and acknowledgments in the County and State aforesaid, personally appeared BEN WELCH, who is personally known to me or who produced PERSONALLY KNOWN as identification, and who, after being by me first duly sworn and cautioned, acknowledged to and before me that he executed the above and foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in St. Augustine, ST. JOHNS County, Florida this 16th day of April, A. D., 1996.

Hilda Jane Sims
Notary Public, State of Florida
at Large
My Commission Expires



HILDA JANE SIMS
Comm. No. CC 402862
My Comm. Exp. Aug. 24, 1998
Bonded thru Pichard Ins. Agcy.

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as
Registered Agent for FLORIDA AVIATION CHARTER, INC.

Duane Brown
Duane Brown

FILED
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TALLAHASSEE, FLORIDA
STATE