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MAY 9 1996
TALLAHASSEE, FL

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REFERENCE : 946806 5726A

AUTHORIZATION : *Patricia Pappas*

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ORDER DATE : May 8, 1996

ORDER TIME : 8:50 AM

ORDER NO. : 946806

CUSTOMER NO: 5726A

700001815517

CUSTOMER: Bob Gustine, Esq
PIETRAGALLO BOSICK & GORDON

38th Floor
One Oxford Centre
Pittsburgh, PA 15219

DOMESTIC FILING

NAME: R & L AVIATION, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

5/10/96
IB

RECEIVED
96 MAY -9 PM 12: 15
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
R & L AVIATION, INC.

FILED
MAY 15 1966
CLERK OF THE COURT
JACKSONVILLE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

R & L AVIATION, INC.

The address of the principal office of this corporation shall be 111 North Orange Avenue, Suite 1275, Orlando, Florida 32801, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The specific purpose of this corporation is general aviation aircraft leasing. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Richard M. Ryan
Dir.

215 Maxwell Drive
Pittsburgh, Pennsylvania 15236

Robert Luffy
Dir.

111 North Orange Avenue, Suite 1275
Orlando, Florida 32801

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Richard M. Ryan
Pres./Treas.

215 Maxwell Drive
Pittsburgh, Pennsylvania 15236

Robert Luffy
Sec.

111 North Orange Avenue, Suite 1275
Orlando, Florida 32801

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 9, 1996

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

FILED
MAY 9 PM 3:15
CORPORATION SERVICE COMPANY

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

KMD/kmd