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PAGE & ASSOCIATES

Attorneys and Counselors at Law
Sun Bank Center
200 South Orange Avenue, Suite 1205
Orlando, Florida 32801

Phone (407) 422-1700
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THOMAS P. PAGE, J.D., CPA

May 15, 1996

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

600001826606
-05/17/96--01047--002
****122.50 ****122.50

Re: WORLD HELICOPTER SERVICES, INC.

Dear Sir:

Enclosed herein please find the original and one copy of the Articles of Incorporation for filing with the Secretary of State regarding the above referenced corporation. Also enclosed is this firm's check in the amount of \$122.50, representing the following fees:

1. Filing Fee	\$35.00
2. Designation of Registered Agent	35.00
3. Certified copy of Articles	<u>52.50</u>
	\$122.50

Once the Articles of Incorporation has been duly filed, please return a certified copy to my attention.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact our office.

Very truly yours,



Thomas P. Page

TPP/dms
Enclosure

cc: Dean G. Smith

ARTICLES OF INCORPORATION
OF
WORLD HELICOPTER SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 17 PM 12:53

ARTICLE I

The name of this Corporation is WORLD HELICOPTER SERVICES, INC.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of common stock. Each of such shares shall have a par value of \$.10 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 6805 Visitors Circle, Orlando, Florida 32819. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 200 South Orange Avenue, Suite 1205, Orlando, Florida 32801, and the name of the corporation's initial registered agent to receive service of process is Thomas P. Page, Esquire.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name and address of the one person who is to serve as Director is:

Name
DEAN GARDNER SMITH

Address
6805 Visitors Circle
Orlando, Florida 32819

ARTICLE VI

The name and address of the incorporator is Thomas P. Page, Esquire, 200 South Orange Avenue, Suite 1205, Orlando, Florida 32801.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

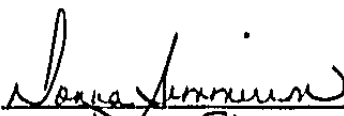
DATED: May 15th, 1996.



Thomas P. Page, Esquire

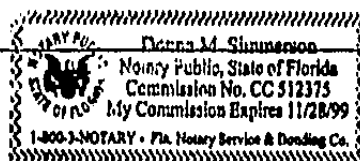
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5th day of May, 1996, by Thomas P. Page, as Incorporator of WORLD HELICOPTER SERVICE, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ (type of identification) as identification and did (did not) take an oath.


Name: Donna Simmerman
(Notary Public)

(AFFIX NOTARY SEAL)

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

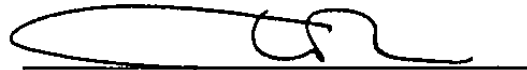
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 17 PM 12:54

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance
with said Act:

That WORLD HELICOPTER SERVICES, INC. desires to organize under the laws of the
State of Florida, with its principal office, as indicated in the Articles of Incorporation at Orlando,
Orange County, State of Florida, has named Thomas P. Page, Esquire, as its agent to accept service
of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place
designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.



Thomas P. Page
Registered Agent