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LAW OFFICES OF
JAMES G. ETHEREDGE

CHARTERED

JAMES ETHEREDGE
BOARD CERTIFIED
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June 3, 1996

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

200001849562
-06/04/96--01056--020
*****70.00 *****70.00

Re: Filing Articles of Incorporation for
Gabriel Aviation, Inc.

Gentlemen:

Enclosed is a check in the amount of \$70.00 along with the original
and one copy of Articles of Incorporation.

Please file the original articles and forward a stamped copy to the
undersigned.

Your assistance is greatly appreciated.

Sincerely,

Carol Scott, Secretary to
JAMES G. ETHEREDGE

rCS
Enclosures

JUN 7 1996 BSB

FILED
96 JUN -4 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GABRIEL AVIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation shall be GABRIEL AVIATION, INC.

ARTICLE II
PURPOSE OF CORPORATION

The purpose for which the corporation is organized is to establish, maintain, and operate a plane charter service in Okaloosa County, Florida, and to engage in such other activities as the Laws of Florida allow.

ARTICLE III
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 16 Maple Avenue, Shalimar, Okaloosa County, Florida, 32579.

ARTICLE IV
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value stock.

ARTICLE V
DURATION

This corporation shall exist perpetually and shall commence corporate existence on the date of the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which each already holds, shall have the right to purchase their pro rata share thereof (as may nearly be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 16 Maple Avenue, Shalimar, Okaloosa County, Florida 32579, and the initial registered agent of this corporation at that address is ROBERT L. GABRIEL.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be three (3) Directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the members of the first Board of Directors of this corporation are:

Robert L. Gabriel	16 Maple Avenue Shalimar, FL 32579
Marie F. Gabriel	16 Maple Avenue Shalimar, FL 32579
Mark K. Gabriel	204 Bent Arrow Destin, FL 32541

ARTICLE IX
INCORPORATORS

The names and addresses of the incorporators are:

Robert L. Gabriel	16 Maple Avenue Shalimar, FL 32579
Marie F. Gabriel	16 Maple Avenue Shalimar, FL 32579
Mark K. Gabriel	204 Bent Arrow Destin, FL 32541

ARTICLE X
CORPORATOR

The names and addresses of the persons signing these Articles are:

Robert L. Gabriel	16 Maple Avenue Shalimar, FL 32579
Marie F. Gabriel	16 Maple Avenue Shalimar, FL 32579
Mark K. Gabriel	204 Bent Arrow Destin, FL 32541

ARTICLE XI
BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII

It is the intent of this charter that the Directors may sell the capital stock of this corporation in accordance with the conditions of Sections 1242-1244, inclusive of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 31st day of May, 1996.


ROBERT L. GABRIEL

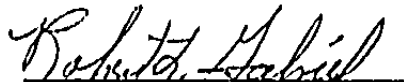

MARIE F. GABRIEL


MARK K. GABRIEL

**DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT**

1. The name of the corporation is GABRIEL AVIATION, INC.
2. The name of the registered agent is ROBERT L. GABRIEL.
3. The address of the registered agent/registered office is
16 Maple Avenue, Shalimar, Okaloosa County, Florida 32579.

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby 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.


ROBERT L. GABRIEL

FILED
96 JUN -4 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles prepared by Law Offices of James G. Etheredge, 226 Troy St., N.E.
Ft. Walton Bch., FL 32548.