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1989-1994

**BOARD CERTIFIED CIVIL TRIAL LAWYER
BY THE FLORIDA BAR AND THE
NATIONAL BOARD OF TRIAL ADVOCACY

RECEIVED
JUN 10 1996
TELEPHONE
(904) 255-0884
FACSIMILE
(904) 255-0884

June 5, 1996

Florida Department of State
Division of Incorporation
P. O. Box 6327
Tallahassee, FL 32314

RE: Filing of Articles of Incorporation
"Suncoast Air, Incorporated"

700001857157
-06/11/96--01006--020
****122.50 ****122.50

Dear Sir:

Please find enclosed the articles of incorporation for "Suncoast Air, Inc." to be filed with the State of Florida. The fee of \$122.50 is also submitted with this document to cover the cost of filing and a certified true copy to be returned to me.

Thank you for your cooperation in this matter. Please feel free to contact me should you need further information.

Sincerely,

James S. Werten
James S. Werten

CC: File

JSW/ab

Enc.

6/12

ARTICLES OF INCORPORATION

SUNCOAST AIR, INC.

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, does hereby certify:

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 JUN 10 AM 10:38

I. CORPORATE NAME: The name of the corporation is:

SUNCOAST AIR, INC.

II. PURPOSE: The purpose of this corporation shall be to participate in all such activities as may be allowed by law.

III. DURATION: The duration of this corporation is perpetual.

IV. CAPITOL STOCK: The corporation is authorized to issue one hundred (100) shares of capitol stock, all of one class, at \$1.00 par value.

V. BOARD OF DIRECTORS: The corporation shall have an initial board of directors consisting of one individual. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The name and address of the initial Director is:

JAMES S. WERTER
619 N. Grandview Avenue
Daytona Beach, Florida
32118

VI. OFFICERS: The names and addresses of the original officers of the corporation are as follows:

President: James S. Werten
619 N. Grandview Avenue
Daytona Beach, FL 32118

Vice President: James S. Werten
619 N. Grandview Avenue
Daytona Beach, FL 32118

Secretary: James S. Werten
619 N. Grandview Avenue
Daytona Beach, FL 32118

Treasurer:

James S. Werter
619 N. Grandview Avenue
Daytona Beach, FL 32118

VII. PRINCIPAL OFFICE: The address and mailing address of the principal office for the corporation is as follows:

Suncoast Air, Inc.
619 N. Grandview Avenue
Daytona Beach, FL 32118

VIII. REGISTERED AGENT AND OFFICE: The name and address of the initial registered agent and office is as follows:

James S. Werter, Agent
619 N. Grandview Avenue
Daytona Beach, FL 32118

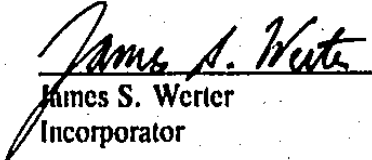
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DIVISION
JUN 10 AM 10:38 '96

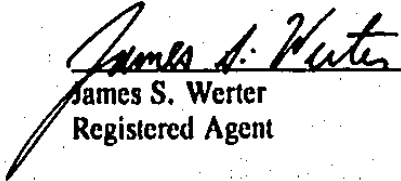
IX. INFORMAL SHAREHOLDER ACTION: An action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to a vote upon such action at a meeting and filed with the Secretary of the corporation as a part of corporation records.

X. INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII. ACCEPTANCE BY REGISTERED AGENT: BY EXECUTION OF THESE ARTICLES OF INCORPORATION, THE REGISTERED AGENT NAMES HEREIN DOES HEREBY STATE THAT HE UNDERSTANDS THE RESPONSIBILITIES AND DUTIES INHERENT TO HAVING BEEN NAMED REGISTERED AGENT AND CONSENTS TO SAME.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida, this 2 day of June, 1996.


James S. Werter
Incorporator


James S. Werter
Registered Agent

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared, James S. Werter, who is personally known to me or who has produced _____, as identification and is the person described in and who executed the foregoing Articles of Incorporation and Registered Agent, and acknowledges to me that he executed same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in said County and State, this 5th day of June, 1996.

Anna Briggs
Notary Public
State of Florida, At Large



ANNA BRIGGS
COMMISSION # CC 511408
EXPIRES NOV 21, 1999
BONDED THRU
ATLANTIC BONDING CO, INC.