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ALLEN, DYER, DOPPELT
FRANJOLA & MILBRATH, P.A.
A T T O R N E Y S A T L A W

HERBERT L. ALLEN
ROBERT DYER
AVA K. DOPPELT
GEORGE FRANJOLA
STEPHEN D. MILBRATH
BRIAN R. GLICHRIST
CHRISTOPHER E. REGAN
VIRGINIA M. ZUCK
LYDIA R. ANNUNZIATA
DAVID L. NGALOW
JUDITH A. WHITEHEAD
CARL M. NAROTTIANO, III
JACQUELINE F. HART, III
*REGISTERED PATENT AGENT
**ADMITTED IN NORTH CAROLINA
ADMITTED IN NEW YORK/ILLINOIS

1401 CITRUS CENTER
255 SOUTH ORANGE AVENUE
POST OFFICE BOX 3701
ORLANDO, FLORIDA 32802-3701

TELEPHONE 407 841 2330
FAX 407 841 2343

August 9, 1996

Intellectual Property
Patents, Trademarks & Copyrights

Securities Arbitration
& Litigation

Antitrust & Trade Regulation

Business Litigation

Sent via Federal Express

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
AUG 15 1996

Re: Incorporation of - McPherson Air Service, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation for the above-noted corporation, including an acceptance by registered agent at the end of the articles. A check for \$70.00 is provided for the articles of incorporation and the designation/acceptance by registered agent.

Please return to us a date-stamped copy of the articles in the envelope provided herein. Thank you for your assistance.

Very truly yours,

Brian R. Glichrist

BRG/jle
Enclosures

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
AUG 15 1996
AL

ARTICLES OF INCORPORATION
OF
McPHERSON AIR SERVICE, INC.

The undersigned, being over the age of eighteen (18) years and competent to contract, for the purpose of organizing a Corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be McPherson Air Service, Inc.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence its corporate existence on the 15th day of August, 1996 and shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE III

PRINCIPAL OFFICE

The mailing address of the Corporation's principal office shall be:

3000 Mercy Drive
Orlando, Florida 32808

ARTICLE IV

PURPOSE

The purpose of this Corporation shall be for transportation by private aircraft and any other lawful purpose or purposes.

ARTICLE V
CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value.

This Corporation is authorized to issue One Thousand (1,000) shares of voting common stock, having par value of One Dollar (\$1.00) per share, which shall be designated Common Stock.

2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Preemptive Rights.

The Corporation elects to have preemptive rights and each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued, whether or not presently authorized, including shares previously reacquired by this Corporation, in the ratio that the number of shares the shareholder holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the price, terms and conditions of the issues of shares, and inviting the shareholder to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and street address of the initial directors of this Corporation are:

Richard J. McPherson
3000 Mercy Drive
Orlando, Florida 32808

Andrew S. McPherson
3000 Mercy Drive
Orlando, Florida 32808

Monse D. McPherson
3000 Mercy Drive
Orlando, Florida 32808

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these articles of incorporation is:

Richard J. McPherson
3000 Mercy Drive
Orlando, Florida 32808

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent and office of this Corporation shall be as follows:

Richard J. McPherson
3000 Mercy Drive
Orlando, Florida 32808

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X

DIRECTOR CONFLICTS OF INTEREST

A. No contract or other transaction between the corporation and one or more of its directors, or between the Corporation and any other Corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholder.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XI

INDEMNIFICATION

This Corporation shall indemnify and defend any incorporator, registered agent, officer or director, or any former registered agent, officer or director if he acted in good faith and in a manner he reasonably believed to be in, and not opposed to, the best interests of the Corporation.

ARTICLE XII

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file

these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 8 day of August, 1996.

Richard J. McPherson
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Richard J. McPherson, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed such Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 08th day of AUGUST, 1996.



SHARIL WILLIS
My Commission CC567298
Expires May. 23, 2000

Shari L. Willis
NOTARY PUBLIC, State of
Florida at Large
My Commission Expires: 5/23/2000

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 8 day of August, 1996.

Richard J. McPherson
Richard J. McPherson