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LAW OFFICES
JACKSON AND MASON
ATTORNEYS AT LAW, P. A.
516 WEST ADAMS STREET
JACKSONVILLE, FLORIDA 32202

E. THORNTON (NFD) JACKSON (1911-1986)
RICHARD T. GORDON IV (1952-1989)
EDWARD P. JACKSON
DEMERE MASON

AREA CODE 904
TEL. 358-1952
FAX 356-9614

August 20, 1996

Division of Corporations
P. O. Box 6327
Tallahassee, Fl. 32314

400001830004
-08/22/96--01090--005
*****70.00 *****70.00

Dear Sir:

Enclosed please find the Articles of Incorporation of CDR AIRWAYS, INC. and the certificate designating the resident agent. Please file this corporation. I have enclosed my check for \$70.00 to cover the filing fee.

Thank you for your cooperation in this matter.

Respectfully yours,

Demere Mason
Demere Mason

DM:dl
Enclosures

FILED
55 AUG 22 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6.23.96
VR

ARTICLES OF INCORPORATION
OF
CDR AIRWAYS, INC.

FILED
JAN 23 1939
JAN 23 1939
JAN 23 1939

ARTICLE I.

The name of this corporation is CDR AIRWAYS, INC.

ARTICLE II.

This corporation shall have a perpetual existence.

ARTICLE III.

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

This corporation is authorized to issue Five Thousand (5,000) Shares of One Dollar (\$1.00) par value common stock.

ARTICLE V.

The street address of the office of this corporation is 1815 University Boulevard, North, Jacksonville, Florida 32211, and the name of the initial registered agent of this corporation is Walter Charles Doane, Jr., will accept service at 451 Monument Road, #1108, Jacksonville, Florida 32225. The principal place of business of this corporation is 1815 University Boulevard, North, Jacksonville, Florida 32211.

ARTICLE VI.

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial Director of this corporation is:

Walter Charles Doane, Jr.
451 Monument Road, #1108
Jacksonville, Florida 32225

ARTICLE VII.

The name and address of the Officers of this corporation are:

Walter Charles Doane, Jr.	President, Vice President, Secretary, Treasurer
451 Monument Road, #1108	
Jacksonville, Florida 32225	

ARTICLE VIII.

The name and address of the person signing these Articles of Incorporation is:

Walter Charles Doane, Jr.
451 Monument Road, #1108
Jacksonville, Florida 32225

ARTICLE IX.

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

ARTICLE X.

Shares of capital stock of this corporation shall be issued initially to the following and in the amounts set forth opposite its name:

Walter Charles Doane, Jr.--100 shares

ARTICLE XI.

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the Stockholders entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

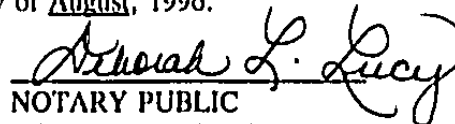
IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation, this 15th day of August, 1996.

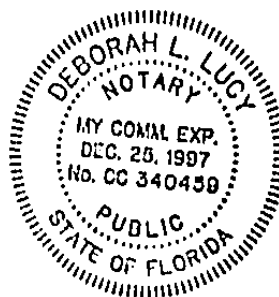

WALTER CHARLES DOANE, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, personally appeared WALTER CHARLES DOANE, JR., who, being by me first duly sworn executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation as his free act and deed, for the uses and purposes therein expressed and produced as identification his Florida Drivers License Number D500-903-58-326-0.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County, aforesaid, this 15th day of August, 1996.


NOTARY PUBLIC
Print Name: Deborah L. Lucy
My Commission Expires: 12-25-97



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

IN COMPLIANCE WITH SECTION 48.901, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED.

FIRST-THAT CDR AIRWAYS, INC. (NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL BUSINESS AT CITY OF JACKSONVILLE
(CITY)

STATE OF FLORIDA HAS NAMED WALTER CHARLES DOANE, JR.
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 451 Monument Road, #1108
(STREET ADDRESS AND NUMBER OF BUILDING, P.O. BOX ADDRESS)

CITY OF JACKSONVILLE STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Walter Charles Doane, Jr.
(CORPORATE OFFICER)

TITLE President
DATE August 15, 1996

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Walter Charles Doane, Jr.
(RESIDENT AGENT)

DATE August 15, 1996

FILED
96 AUG 22 PM 1:39
SEC. OF STATE
TALLAHASSEE, FLORIDA