

P96000072540
KIRKPATRICK & LOCKHART LLP

MIAMI CENTER - 20TH FLOOR
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33133-2399

TELEPHONE: (305) 339-3300
FACSIMILE: (305) 338-7093

JAN H. BLANCK
(305) 339-3364
jblankje@kl.com

August 27, 1996

Secretary of State of Florida
Corporations Division
P O Box 6327
Tallahassee, Florida 32301

ENCLOSURE 1 9604598
-08/28/96--01073--001
***122.50 ***122.50

Re: Clyde Air, Inc.

EFFECTIVE DATE
8-23-96

Gentlemen:

Enclosed for filing with your offices are articles of incorporation, in duplicate, prepared for Clyde Air, Inc., a proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 in payment of the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total	\$ 122.50

Please note that the commencement date of the Corporation is designated as August 23, 1996. Please return the certified copy of the articles to me. Thank you for your cooperation with this matter.

Sincerely,

Jan Blank
Jan Blank,
Lawyer's Assistant to
Robert C. White, Jr.

cc: Robert C. White, Jr., Esq.

M11-107393.1

**ARTICLES OF INCORPORATION
OF
CLYDE AIR, INC.**

FILED
96 AUG 28 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **CLYDE AIR, INC.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

EFFECTIVE DATE

8-23-96

NAME

The name of the corporation (the "Corporation") is **CLYDE AIR, INC.**

ARTICLE II

ADDRESS

The street address of this Corporation shall be c/o Kirkpatrick & Lockhart LLP, 20th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual commencing on August 23, 1996.

ARTICLE IV

PURPOSE

The purpose of this Corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Robert C. White, Jr.


ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Robert C. White, Jr.	c/o Kirkpatrick & Lockhart LLP 201 South Biscayne Boulevard 20th Floor Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of August, 1996.


Robert C. White, Jr.,
Incorporator

CERTIFICATE OF REGISTERED AGENT

OF

CLYDE AIR, INC.

FILED

96 AUG 28 PM 2:43

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Having been named to accept service of process for CLYDE AIR, INC., at the place designated in the foregoing Articles of Incorporation, Robert C. White, Jr. agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATED: August 21, 1996


Robert C. White, Jr.