

P96000076305

WILLIAM L. MIMS, JR., P.A.
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320 NORTH MACONIA AVENUE
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WILLIAM L. MIMS, JR.
WILLIAM L. MIMS
OF COUNSEL

NACHELLE H. UHARICK
PARALELAL

September 10, 1996

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

4000001 5142011 4
-09/12/96--01045--000
*****78.75 *****78.75

Re: AIR FLORIDA LEASING, INC.
Filing of Articles of Incorporation

Dear Sir or Madam:

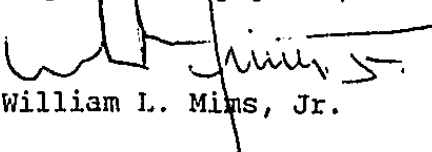
Enclosed please find the following:

1. Original Articles of Incorporation of AIR FLORIDA LEASING, INC.
2. Copy of the Articles of Incorporation of AIR FLORIDA LEASING, INC. to be "date stamped" and returned to this office.
3. Our check number 2109 in the amount of \$78.75 to cover your fees in this regard.

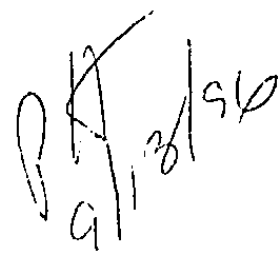
Please file the original of the enclosures, and "date stamp" the copy and return to this office so that the corporate records may reflect the filing of the enclosed Articles of Incorporation of the corporation. Please also issue and return a Certificate of Status of the corporation.

Thank you for your courtesy and cooperation. Please let me know if you should have any questions or concerns with the enclosures.

Very sincerely yours,


William L. Mims, Jr.

WLMJr/ru
Enclosures



ARTICLES OF INCORPORATION
OF
AIR FLORIDA LEASING, INC.

RECORDED
SEP 12 1969
TALLAHASSEE, FLORIDA

The undersigned incorporators make, subscribe and acknowledge the following Articles of Incorporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

AIR FLORIDA LEASING, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business and shall have those powers generally conferred by Florida Statutes upon corporations organized in this state, and in addition to but not in limitation of such powers, shall also have the power:

(a) To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rest, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied and to encumber or dispose

of any lands or interests in lands and any building or other structures, at any time owned or held by the corporation; to buy sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and to execute such mortgages, transfers of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporations and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government and while owners of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any persons, firm, association or corporation; and to transact any further and business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of a like corporation.

(h) To engage in any and all lawful businesses, trades, occupations and professions.

(i) To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principal, agents, contractors or otherwise, alone or in the company with others and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts set forth.

The intention is that none of the objects and powers as hereinafter set forth, except as otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles hereof; but that the objects and powers or clauses of this Article shall be regarded as independent objects and powers.

ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue shall be 1,000 shares of common stock of the par value of \$1.00 per share.

ARTICLE V

The principal place of business for the corporation shall be: 414 Fairlane Avenue, Orlando, Florida 32809.

The Board of Directors may from time to time designate such other addresses and places for the principal office of this corporation as they may see fit.

ARTICLE VI

The name and address of the initial registered agent of the corporation shall be WILLIAM L. MIMS, JR., 320 North Magnolia Avenue, Suite A-9, Orlando, Florida 32801.

ARTICLE VII

The corporation shall have one (1) Directors initially. The number of Directors may be increased or decreased from time to time by the By-laws adopted by the shareholders, but shall never be less than one (1). The shareholders shall have the right and power at any regular meeting or at any special meeting called for such purpose to remove any director of the corporation with or without cause.

ARTICLE VIII

The names of the initial officers of the corporation are as follows:

President: JAMES C. DAWSON

Secretary: JAMES C. DAWSON

Treasurer: JAMES C. DAWSON

ARTICLE IX

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

(a) The corporation shall indemnify and person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, or other proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action of proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect to any claim, issue or

matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonable entitled to indemnity in view of all the circumstance of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors or a majority of shareholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

(b) The corporation shall also indemnify any director, officer, employee or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue, or matter therein, against all

expenses, including attorneys fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, employee or agent met the appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have the power to make any further or other indemnification, except an indemnification against gross negligence or wilful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

(e) If any expense or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, delivered by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amount as paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE XI

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to others, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE XII

All of the issued and outstanding shares of the corporation may be made subject to restrictions on their transferability by agreement among the holders of such shares or between the holders of such shares and the corporation. A copy of any such agreement shall be kept on file with the Secretary of the corporation, and shall be subject to inspection by shareholders of record and bona

file creditors of the corporation at reasonable times during business hours. Any transfer of stock in this corporation in violation of such agreement effectively restricting such transfer shall be void. Each share certificate issued by this corporation shall have printed or stamped thereon either a notice that such shares are subject transfer restrictions set forth in a specifically referenced document or the following legend:

These shares may be subject to transfer restrictions imposed by written agreements among the holders of such shares and the corporation, copies of which agreements, if any, are on file at the principal office of the corporation and may be inspected by shareholders of record during regular business hours.

ARTICLE XIII

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 shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

ARTICLE XIV

The mailing address for correspondence purposes of the corporation shall be: 414 Fairlane Avenue, Orlando, Florida 32809.

ARTICLE XV

The names and addresses of the persons signing the Articles of Incorporation as subscribed and the number of shares of stock which each agrees to take are:

JAMES C. DAWSON

500 Shares

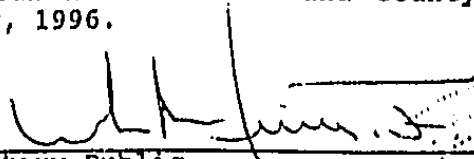
IN WITNESS WHEREOF, the subscribers have affixed their
signatures this 5th day of September, 1996.

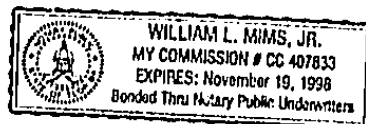

JAMES C. DAWSON

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public
duly authorized in the State and County named above to take
acknowledgments, personally appeared JAMES C. DAWSON, to me known
to be the person described as subscriber in and who executed the
foregoing Articles of Incorporation, and who acknowledged before me
that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the State and County
named above this 5th day of September, 1996.


Notary Public
My Commission Expires:



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

96 SEP 12 AM 10:49
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.0501 (3), Florida Statutes, THE
FOLLOWING IS SUBMITTED:

FIRST THAT: AIR FLORIDA LEASING, INC.

WITH ITS PLACE OF BUSINESS AT: 414 FAIRLANE AVENUE ORLANDO,
FLORIDA 32809.

HAS NAMED: WILLIAM L. MIMS, JR.

LOCATED AT: 320 NORTH MAGNOLIA AVENUE, SUITE A-9, ORLANDO, FLORIDA
32801.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

AIR FLORIDA LEASING, INC.

DATE: 9/5/96

BY: James C. Dawson
JAMES C. DAWSON,
President

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED ORGANIZATION, A 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTIONS 607.0505 and 48.091, FLORIDA STATUTES.

DATE: September 5, 1996

William L. Mims, Jr.
WILLIAM L. MIMS, JR.

WILLIAM L. MIMS, JR., P.A.
ATTORNEY AT LAW
370 NORTH MAGNOLIA AVENUE
SUITE A-9
ORLANDO, FLORIDA 32801-1600
TELEPHONE (407) 830-3404
FAX (407) 872-0803

WILLIAM L. MIMS, JR.
WILLIAM L. MIMS
OF COUNSEL

NACHILLE M. URBANICH
PARALEGAL

P96000076305

December 12, 1996

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

FILED
96 DEC 16 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: AIR FLORIDA LEASING, INC.
Filing of Articles of Amendment to the Articles of
Incorporation

Dear Sir or Madam:

600002029946--1
-12/17/96--01016--012
*****35.00

Enclosed please find the following:

1. Original Articles of Amendment to the Articles of
Incorporation of Air Florida Leasing, Inc.

2. Copy of the Articles of Amendment to the Articles of
Incorporation of Air Florida Leasing, Inc. to be "date stamped" and
returned to this office.

3. Our check number 3215 in the amount of \$43.75 to cover
your fees in this regard.

Please file the original of the enclosures, and "date stamp"
the copy and return to this office so that the corporate records
may reflect the filing of the enclosed Articles of Amendment to the
Articles of Incorporation of the corporation. Please also issue
and return a Certificate of Status of the corporation.

Thank you for your courtesy and cooperation. Please let me
know if you should have any questions or concerns with the
enclosures.

Very sincerely yours,

600002029946--1
-12/17/96--01016--012
*****43.75 *****43.75

William L. Mims, Jr.

WLMJr/ru
Enclosures

Name Change
NFS
12-20-96

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
AIR FLORIDA LEASING, INC.

FILED
96 DEC 16 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is **AIR FLORIDA LEASING, INC.**

2. Pursuant to the provisions of Section 607.1003, Florida Statutes, the undersigned corporation adopts the following amendments to its Articles of Incorporation:

a. The name of the corporation is hereby changed to **AIR FLORIDA, INC.**

3. These Articles of Amendment to the Articles of Incorporation were adopted by all of the Directors and all of the Shareholders of the corporation, pursuant to Sections 607.0821 and 607.0704, respectively, Florida Statutes, on November 29, 1996.

4. The effective date of this instrument is as of the filing hereof.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment to the Articles of Incorporation on behalf of the corporation this 5th day of November, 1996.

AIR FLORIDA LEASING, INC.

By:

Harry G. Deschane
**HARRY G. DESCHANE, President,
Director, Secretary**

ATTEST:

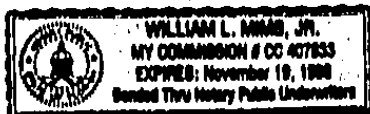
James C. Dawson
**JAMES C. DAWSON, Vice-president,
Director, Treasurer**


STATE OF FLORIDA
COUNTY OF ORANGE

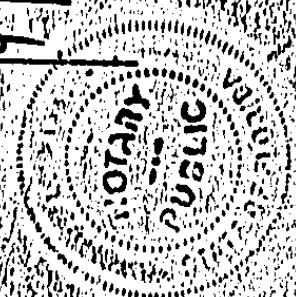
BEFORE ME, the undersigned authority, personally appeared
HARRY G. DESCHANE and JAMES C. DAWSON, the officers and directors,
respectively, of **AIR FLORIDA LEASING, INC.**, a Florida corporation,
who are to me personally known to be the persons described and who

executed the above Articles of Amendment to the Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law, that they made and executed the same for the use and purposes set forth therein pursuant to due and proper corporate authority.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at in the County and State aforesaid this 5th day of November, 1996.




Notary Public
My Commission Expires:




**CONSENT TO AMENDMENT OF
ARTICLES OF INCORPORATION OF
AIR FLORIDA LEASING, INC.**

WE, the undersigned, constituting all of the Directors and Shareholders of AIR FLORIDA LEASING, INC., a Florida corporation, pursuant to Section 607.1003, Florida Statutes, and pursuant to Section 607.0704, Florida Statutes (as to Shareholders) and Section 607.0821, Florida Statutes (as to Directors) do hereby authorize and consent to the amendment of the corporation's Articles of Incorporation in accordance with those certain Articles of Amendment to the Articles of Incorporation of Air Florida Leasing, Inc. which are attached to this consent and made a part hereof by reference.


HARRY G. DESCHANE, President,
Secretary, Director and
Shareholder

Date: 11-05-96


JAMES C. DAWSON, Treasurer,
Vice-president, Director and
Shareholder

Date: 11-5-96