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ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 400
JACKSONVILLE, FLORIDA 32202

WILLIAM E. THOMPSON, JR.
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September 17, 1996

Send Via Overnight Delivery

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

Re: **VTAIR FINANCE COMPANY**
Our Reference No. 159

000001 0503410
00 18795 - 01049 - 013
***122.50 ***122.50

Dear Sir/Madam:

We are enclosing for filing Articles of Incorporation, regarding the above-referenced matter. Also enclosed is our firm check, in the amount of \$122.50, representing the filing fee.

Additionally, please find enclosed our self addressed envelope for return of the original stamped copy.

Please contact our office should you have any questions or concerns. Thank you for your assistance and prompt response.

Very truly yours,

Jeane Dempsey
Jeane Dempsey
Paralegal

/jd
Enclosures

nc SEP 19 1996

EFFECTIVE DATE
9-16-96

**ARTICLES OF INCORPORATION
OF
VTAIR FINANCE COMPANY**

**ARTICLE I
NAME**

The name of this corporation is VTAir Finance Company.

**ARTICLE II
NATURE OF BUSINESS**

This corporation is organized for the purpose of providing aircraft finance and engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

**ARTICLE III
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 12778 Fenwick Island Court, Jacksonville, Florida 32224. The Board of directors may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is William L. Thompson, Jr., and the name of the initial registered agent of this corporation at that address is One Independent Drive, Suite 3131, Jacksonville, Florida 32202. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall

the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth M. Veniard	12778 Fenwick Island Court Jacksonville, Florida 32224

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth M. Veniard	12778 Fenwick Island Court Jacksonville, Florida 32224

ARTICLE IX

BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has herunto set his hand and affixed his seal this 14 day of September, 1996..

Kenneth M. Veniard (SEAL)
Kenneth M. Veniard, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14 day of September, 1996, by Kenneth M. Veniard, who is personally known to me or who has produced Identification Card as identification.



LANE DEMPSEY
Comm No. CC 527123
My Comm Exp. Mar. 31, 2000
Bonded thru Pichard Ins. Agcy.

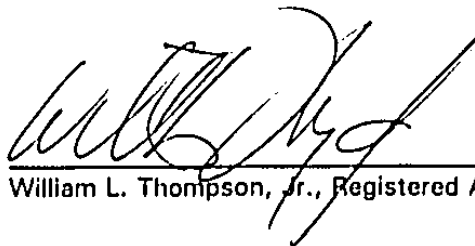
(SEAL)

Lane Dempsey
Print Name: Lane Dempsey
Notary Public, State of Florida
My Commission expires: 3.31.00
Commission Number: CC 527123

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
VTAIR FINANCE COMPANY**

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the Initial Registered Agent for the service of process within the State of Florida upon VTAir Finance Company, a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at One Independent Drive, Suite 3131, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 14 day of September, 1996.



William L. Thompson, Jr., Registered Agent

FILED
96 SEP 18 AM 9:10
CLERK OF STATE
JACKSONVILLE, FLORIDA