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PRESTON HALL
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ACCOUNT NO. : 072100000032
DIVISION OF CORPORATION

REFERENCE : 104725 82572A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 1, 1996

ORDER TIME : 10:10 AM

ORDER NO. : 104725

CUSTOMER NO: 82572A

CUSTOMER: Stephen C. Watson, Esq
HAHN MCCLURG WATSON GRIFFITH &
BUSH
101 S. Florida Avenue

Lakeland, FL 33801

600001961286
10/01/96-01/21-029
***122.50 ***122.50

DOMESTIC FILING

NAME: LAKELAND AVIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington
EXAMINER'S INITIALS:

FILED
96 OCT -1 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-1-96

ARTICLES OF INCORPORATION
OF
LAKELAND AVIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be LAKELAND AVIATION, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,500 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof.

Articles Of Incorporation Of LAKELAND AVIATION, INC.

Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain
Transfer Restrictions Imposed By This
Corporation's Articles Of Incorporation, A
Copy Of Which Is On File At This Corporation's
Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The names and addresses of the individuals who shall serve as members of the Initial Board Of Directors are:

T.M. GURR	ANNETTE P. GURR
135 Van Fleet Court	135 Van Fleet Court
Auburndale, FL 33823	Auburndale, FL 33823.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 135 Van Fleet Court, Auburndale, FL 33823.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: ANNETTE P. GURR.

ARTICLE X. INCORPORATORS

The names and addresses of the individuals who shall serve as this corporation's incorporators are:

T.M. GURR	ANNETTE P. GURR
135 Van Fleet Court	135 Van Fleet Court
Auburndale, FL 33823	Auburndale, FL 33823.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

T.M. Gurr
T.M. GURR - Incorporator

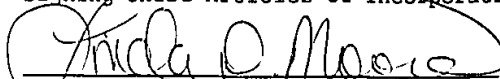
Annette P. Gurr
ANNETTE P. GURR - Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of LAKE LAND AVIATION, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for LAKE LAND AVIATION, INC.

Annette P. Gurr
ANNETTE P. GURR - Registered Agent

State Of FLORIDA
County Of POLK

On September 27, 1996, T.M. GURR, incorporator, and ANNETTE P. GURR, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who are personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of LAKE LAND AVIATION, INC.

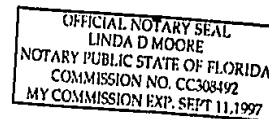

Notary Public

LINDA D. MOORE

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles Of Incorporation Of LAKE LAND AVIATION, INC.