

P96000084119

Stanley, Wines, Bennett, Murphy, Spanjers & Helms, P.A.
Attorneys at Law

BARRY W. BENNETT
LARRY S. HELMS
MICHAEL B. MURPHY
CRAIG M. SPANJERS
J. MASON WINES

Of Counsel
FRANK STANLEY

October 4, 1996

60 SECOND STREET, S.E.
P.O. BOX 860
WINTER HAVEN, FLORIDA 33882-0860
TELEPHONE (941) 298-1283
FAX (941) 294-4397

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

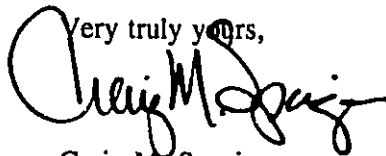
200001969192
-10/09/96--01053--009
*****122.50 *****122.50

RE: **Duboy and Fisher, Inc.**
Our File No. AC-9618

Gentlemen:

Enclosed, for filing, please find the Articles of Incorporation for **Duboy and Fisher, Inc.**, together with our check in the amount of \$122.50 for filing fee. I would appreciate your filing same in the appropriate manner.

Thanking you in advance for your cooperation in this matter, and with best personal regards, I remain

Very truly yours,

Craig M. Spanjers

CMS/pm

Enclosure

FILED
96 OCT -9 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER OCT 11 1996

**ARTICLES OF INCORPORATION
OF
DUBOY AND FISHER, INC.**

FILED
96 OCT -9 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby certifies to the following in order to form a corporation for a profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **DUBOY AND FISHER, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, including the ownership, operation and maintenance of one or more general aviation aircraft. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - PRINCIPAL OFFICE

The principal office of this corporation is 222 East Central Avenue, Winter Haven, Florida, and the corporate mailing address is at 222 East Central Avenue, Winter Haven, Florida 33880.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 222 East Central Avenue, Winter Haven, Florida 33880, and the name of the initial registered agent at that address is Maury L. Fisher.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of Directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one. The individuals constituting the original Board shall be:

<u>NAME</u>	<u>ADDRESS</u>
ALBERTO DUBOY	1733 Lakeland Hills Boulevard Lakeland, Florida 33805
MAURY L. FISHER	222 East Central Avenue Winter Haven, Florida 33880
JONI M. FISHER	222 East Central Avenue Winter Haven, Florida 33880

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director

as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE VIII - INCORPORATOR

MAURY L. FISHER is the person signing these Articles of Incorporation.

ARTICLE IX - BY-LAWS

The power to adopt, amend or repeal by-laws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

ARTICLE X - NON-RESTRICTION OF CONTRACT

No contract or other transaction of the corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing shall be effected or invalidated by the fact that any director of this corporation is party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

ARTICLE XI - SHARE TRANSFER RESTRICTIONS

Shares of the corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
ALBERTO DUBOY	500 shares
MAURY L. FISHER	250 shares
JONI M. FISHER	250 shares

Shares held by each shareholder or by the estate of a deceased shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms, and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article and which may also include the corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE XII - AMENDMENT

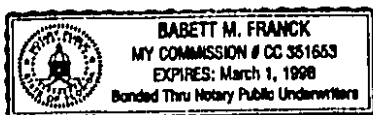
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation. A quorum of shareholders shall consist of one-half (1/2) of the shares entitled to vote at a meeting of shareholders.


MAURY L. FISHER

STATE OF FLORIDA
COUNTY OF POLK

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 **Maury L. Fisher**, who is personally known to me or who has produced _____ as identification, known to me to be the incorporator of **Duboy and Fisher, Inc.**, and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 26th day of September, 1996.



Babett M. Franck

Notary Public - State of Florida
My Commission Expires:
My Commission No.

3

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First -- that **DUBOY AND FISHER, INC.**, desiring to organize under the laws of the State of Florida, has named **MAURY L. FISHER** of 222 East Central Avenue, Winter Haven, Florida 33880, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


MAURY L. FISHER
Registered Agent

f:\craig\aircraft.art

FILED
96 OCT -9 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA