

OCT-21-96 MON 18:10

Mahoney Adams - Corporal

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FLORIDA DIVISION OF CORPORATIONS
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FROM: MAHONEY ADAMS & CRISER, P.A.

ACCT#: 076226003514

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NAME: BARNETT AIRCRAFT LEASING, INC.

AUDIT NUMBER.....H96000014H04

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF
BARNETT AIRCRAFT LEASING, INC.

ARTICLE I

Name and Duration

The name of the Corporation is BARNETT AIRCRAFT LEASING, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 50 N. Laura Street, 9th Floor, in the City of Jacksonville 32202.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 50 North Laura Street, 9th Floor, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is Richard E. Swartley.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

Prepared by Halcyon E. Skinner, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0169598

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2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is Ten Thousand (10,000) shares of Common Stock ("Common Stock") \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Address

RAX CO.

c/o Mahoney Adams & Criser, P.A.
3400 Barnett Center
Jacksonville, FL 32202

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as the directors of the Corporation until the first annual meeting of the shareholders are as follows:

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<u>Name</u>	<u>Address</u>
Richard C. Brower, Jr.	50 N. Laura Street Jacksonville, FL 32202
Charles W. Newman	50 N. Laura Street Jacksonville, FL 32202
David R. Smith	50 N. Laura Street Jacksonville, FL 32202

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

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OCT-21-98 MON 10:17

Mahoney Adams -Corporal

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DATED at Jacksonville, Duval County, Florida, this 10th day of October, 1996.

RAX CO., a Florida corporation

By: 

Halcyon E. Skinner, President

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That BARNETT AIRCRAFT LEASING, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Richard E. Swartley, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

RAX CO., a Florida corporation,
Incorporator

By: 

Halcyon E. Skinner, President

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.


Richard E. Swartley, Registered Agent

DATED: October 10, 1996

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