

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-221-0197 FAX

000-342-8086

P96000089375



ACCOUNT NO. : 072100000032

REFERENCE : 137718 80361A

AUTHORIZATION: Patricia Pajute

COST LIMIT : \$ 122.50

ORDER DATE : October 30, 1996

ORDER TIME : 9:50 AM

ORDER NO. : 137718-005

CUSTOMER N : 80361A

200001990442--2

CUSTOMER: Mr. John B. Mizell
WOTITZKY WOTITZKY MIZELL AND
ROSS, P.A.
223 Taylor Street

Punta Gorda, FL 33950

DOMESTIC FILING

NAME: SUN FLIGHT, 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: Cindy Helentjaris

EXAMINER'S INITIALS:

10-30-96
KX

FILED
96 OCT 30 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT 30 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUN FLIGHT, INC.

FILED
96 OCT 30 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these Articles to be delivered to the Department of State, State of Florida, for the purpose of forming a corporation under the laws of the State of Florida.

Article 1 - Name and Mailing Address

The name of this corporation is Sun Flight, Inc. and its mailing address shall be 1600 Via Dolce Vita, Punta Gorda, Florida 33950.

Article 2 - Duration of Corporate Existence

This corporation shall exist perpetually.

Article 3 - Purposes

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

Article 4 - Capital Stock

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 100 shares of common stock. There shall be no other type or class of stock.

Article 5 - Address and Registered Agent

The street address of the initial registered office of this corporation shall be William Rasmussen. The name of the initial registered agent at such address is William Rasmussen.

Article 6 - Directors

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by ByLaws adopted by the shareholders, but shall never be less than 1 nor more than 7.

Article 7 - Initial Director

The name and post office address of the initial director is:

<i>Name</i>	<i>Address</i>
William Rasmussen	1600 Via Dolce Vita Punta Gorda, FL 33950

Article 8 - Incorporator

The name and post office address of the incorporator of this corporation is:

<i>Name</i>	<i>Address</i>
William Rasmussen	1600 Via Dolce Vita Punta Gorda, FL 33950

Article 9 - Preemptive Rights

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 for which it is offered to others, that shareholder's pro rata portion of the following:

A. 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 or 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 or other consideration; or

B. 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 conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

Article 10 - Amendment

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

IN WITNESS WHEREOF, the undersigned has hereunto subscribed their name and affixed their seal this 25 day of October, 1996.

Signed, Sealed and Delivered in the Presence of:

[Signature]
Kim Dutton
Printed name of first witness

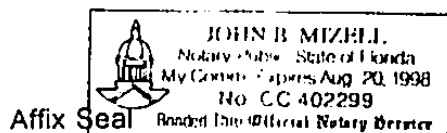
[Signature]
WILLIAM RASMUSSEN

[Signature]
JOHN B. MIZELL
Printed name of second witness

State of Florida
County of Charlotte

The foregoing instrument was acknowledged before me this 25th day of October, 1996 by WILLIAM RASMUSSEN. He is personally known to me or produced Driver's license as identification and did take an oath.

My Commission expires:



[Signature]
Notary Public
JOHN B. MIZELL
Printed name of notary

Serial or Commission Number

**CERTIFICATE DESIGNATING A REGISTERED AGENT AND
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

In compliance with § 48.091 Fla. Stat., the following is submitted:

Sun Flight, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 1600 Via Dolce Vita, Punta Gorda, Charlotte County, Florida, has designated William Rasmussen, whose street address is 1600 Via Dolce Vita, Punta Gorda, Charlotte County, Florida, as its agent to accept service of process within this state.

SUN FLIGHT, INC.

By: William Rasmussen
William Rasmussen

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

William Rasmussen
William Rasmussen

c:\wpwin\bm\asmussen\articles

FILED
96 OCT 30 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA