

P96000089726

Mailing Address:
Post Office Box 12053
Pensacola, Florida 32575

GREGORY D. SMITH, P.A.
Attorney and Counsellor at Law
201 South Baylen Street, Suite B
Pensacola, Florida 32501
(904) 432-7430

FILED

95 OCT 29 PM 2:20

FAX:
(904) 432-6105
Please call before sending

October 23, 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Honorable Sandra B. Mortham
Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

RE: KE Air Enterprises, Inc.

000001989480--7
-10/29/95--01149--017
****122.50 ****122.50

Dear Secretary Mortham:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and the Designation and Acceptance of Registered Agent for the above-referenced corporation. Additionally, enclosed please find a check, drawn to your order, in the amount of \$122.50 representing the filing fee for the enclosed documents.

Please file the originals of the documents enclosed herewith, and create the corporation listed above. Thereafter, kindly return a certified copy of the documents to me at the mailing address given above.

If you have any questions or concerns regarding this matter, please do not hesitate to contact me.

Sincerely yours,

Gregory D. Smith

GREGORY D. SMITH

GDS/ncs
Enclosures

cc: Robert G. Kerrigan, Esquire (without enclosures)

2/4
10/31/96

FILED

96 OCT 29 PM 2:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

KE AIR ENTERPRISES, INC.

I, the undersigned incorporator, hereby make, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I -- Name and Address

The name and address of this corporation will be KE AIR ENTERPRISES, INC., 400 East Government Street, Pensacola, Florida 32501.

ARTICLE II -- Nature of Business

The general purpose for which this corporation is organized is to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III -- Authorized Shares

The corporation shall be authorized to create and issue ten thousand (10,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV -- Term of Existence

The corporation shall exist perpetually unless dissolved according to law.

ARTICLE V -- Initial Registered Office and Agent

The street address of the initial registered office of this corporation in the State of Florida shall be:

201 South Baylen Street
Suite B
Pensacola, Florida 32501

The name of the initial registered agent of this corporation at that address shall be GREGORY D. SMITH.

ARTICLE VI -- Board of Directors

The powers of the corporation shall be exercised by or under the authority of and the business and affairs of the corporation shall be managed under the direction of a Board of Directors, which will have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the corporation.

ARTICLE VII -- Names and Street Addresses of Directors

The names and addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified, are:

ROBERT G. KERRIGAN
400 East Government Street
Pensacola, Florida 32501

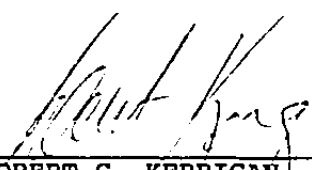
GEORGE W. ESTESS
400 East Government Street
Pensacola, Florida 32501

ARTICLE VIII -- Incorporator

The name and street address of the incorporator signing these Articles of Incorporation is:

ROBERT G. KERRIGAN
400 East Government Street
Pensacola, Florida 32501

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Pensacola, Escambia County, Florida, for the uses and purposes aforesaid, on this 11 day of Oct, 1996.

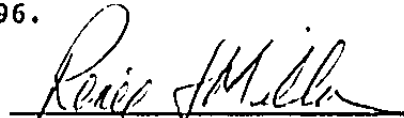


ROBERT G. KERRIGAN
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared ROBERT G. KERRIGAN, who is known to me and known to be the person described in the foregoing Articles of Incorporation, and who acknowledged that he executed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the County and State last aforesaid on this 11 day of October, 1996.



NOTARY PUBLIC

Printed Name:

My Commission No:

My Commission Expires:

RENEE J. MILLER

"Notary Public-State of Florida"

My Commission Expires Dec. 6, 1997

CC337236

FILED

96 OCT 29 PM 2:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

OF

KE AIR ENTERPRISES, INC.

Pursuant to §48.091 and Chapter 607, Florida Statutes, KE AIR ENTERPRISES, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 201 South Baylen Street, Pensacola, Florida 32501, has named Gregory D. Smith, located thereat as its registered agent to accept service of process within this state.

DATED on this 11 day of October, 1996.



ROBERT G. KERRIGAN
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

DATED on this 22d day of October, 1996.



GREGORY D. SMITH
Registered Agent