

Woodward, Pires & Lombardo, P.A.

ATTORNEYS-AT-LAW

CRAIG R. WOODWARD*
MARK J. WOODWARD
ANTHONY P. PIRES, JR.
J. CHRISTOPHER LOMBARDO
STEVEN BLOUNT
RUSSEL M. LAZEGA
BURT L. SAUNDERS
OF COUNSEL
*(BOARD CERTIFIED REAL ESTATE ATTORNEY)

P96000102856

December 17, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100002034071--6
-12/19/96--01082--005
****122.50 ****122.50

Re: Incorporation of AirKissimmee, Inc.

Dear Sir or Madam:

Enclosed please find articles of incorporation for AirKissimmee, Inc., a certificate of designation of registered agent and office and a check in the amount of \$122.50 to cover the filing fees and the certified copy costs. Return mail can be directed to us at the address reflected below.

Thank you for your assistance. Should you have any questions, please don't hesitate to call me.

Sincerely Yours,

Russel M. Lazega
Russel M. Lazega

RML/rml
enclosures and check

DEC 23 1996

BSB

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FILED
STATE
TALLAHASSEE, FLORIDA
296-25288

PLEASE RESPOND TO:

606 BALD EAGLE DR., SUITE 500, P.O. BOX 1, MARCO ISLAND, FLORIDA 34146 (941) 394-5161 FAX (941) 642-6402
PELICAN BAY 801 LAUREL OAK DR., SUITE 640, NAPLES, FLORIDA 34108 (941) 566-3131 FAX (941) 566-3161

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November 14, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of AirKissimmee, Inc.

Dear Sirs:

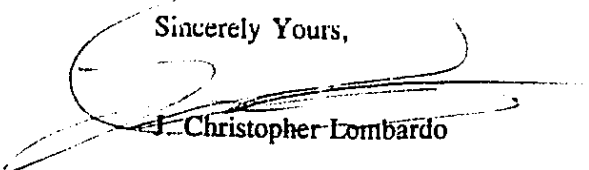
Enclosed please find the original and one copy of the Articles of Incorporation of AirKissimmee, Inc. and Certificate of Designation, Registered Agent/Registered Office. Additionally, I have enclosed the Corporate Resolution of Osceola Aviation, Inc. and Resignation of Registered Agent and a check in the amount of \$192.50 to cover the following fees:

- | | | |
|----|---------------------------------|---------|
| 1. | Filing Fee | \$70.00 |
| 2. | Certified Copy | 52.50 |
| 3. | Corporate Resolution | 35.00 |
| 4. | Resignation of Registered Agent | 35.00 |

Please note the change of registered office and agent for Osceola Aviation, Inc.: 801 Laurel Oak Drive, Naples, Florida 34108; Christopher Lombardo, registered agent, 801 Laurel Oak Dr., Naples, Florida 34108.

Thank you for your assistance in this matter.

Sincerely Yours,


J. Christopher Lombardo

JCL/dld
Enclosures

rus@airkissim@aol.it

308,593,615,671
11/96 - 15255

PLEASE RESPOND TO:

✓ 606 BALD EAGLE DR., SUITE 500, P.O. BOX 1, MARCO ISLAND, FLORIDA 34146 (941) 394-5161 FAX (941) 642-6402
□ PELICAN BAY 801 LAUREL OAK DR., SUITE 640, NAPLES, FLORIDA 34108 (941) 566-3131 FAX (941) 566-3161



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 3, 1996

J. CHRISTOPHER LOMBARDO, ESQ.
WOODWARD, PIRES & LOMBARDO, P.A.
POST OFFICE BOX 1
MARCO ISLAND, FL 34146

SUBJECT: AIRKISSIMMEE, INC.
Ref. Number: W96000025288

We have received your document for AIRKISSIMMEE, INC. and check(s) totaling \$192.50. However, your check(s) and document are being returned for the following:

We are returning your check for \$192.50 to be replaced by one in the correct amount of \$122.50.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 596A00054242

**ARTICLES OF INCORPORATION
OF**

AirKissimmee, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. - NAME

The name of the corporation shall be: **AirKissimmee, Inc.**

ARTICLE II. - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: **801 Laurel Oak Dr. Suite 640, Naples, Florida 34108.**

ARTICLE III. - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Hundred (100) shares of common stock.

ARTICLE IV. - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: **J. Christopher Lombardo, 801 Laurel Oak Dr., Suite 640, Naples, Florida 34108.**

ARTICLE V. - DIRECTORS

The names and street addresses of the initial Directors of this corporation are:

J. Christopher Lombardo
801 Laurel Oak Dr., Suite 640
Naples, Florida 34108

Robert Husband
P.O. Box 420511
Kissimmee, Florida 34742

Tim Mehrlich
2446 Brookside Ave.
Kissimmee, Florida 34744

FILED

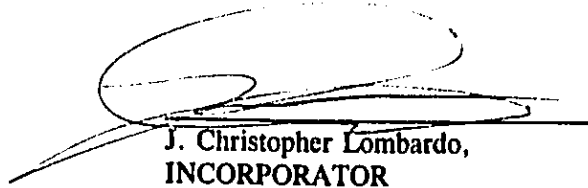
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is: J. Christopher Lombardo, 801 Laurel Oak Dr., Naples, Florida 34108.

The undersigned have executed these Articles of Incorporation this 27th day of November, 1996.



J. Christopher Lombardo,
INCORPORATOR

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND OFFICE

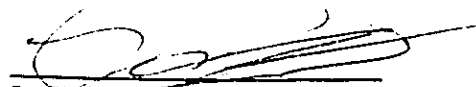
PURSUANT TO THE PROVISIONS OF FS SECTION 607.0501 OR FS SECTION 617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is AirKissimmee, Inc.

The name and address of the registered agent and office is:

J. Christopher Lombardo
801 Laurel Oak Drive, Suite 640
Naples, Florida 34108

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


J. Christopher Lombardo

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA