

BLACK & JUNG, P.A.
ATTORNEYS
SUITE 1240 FIRST UNION CENTER
100 SOUTH ASHLEY DRIVE
TAMPA, FLORIDA 33602

ANTHONY K. BLACK
LAWYER
WILLIAM F. JUNG

(813) 225-1988
FAX (813) 225-1392

800002036888--4
-12/24/96--01084--006
****122.50 ****122.50

December 20, 1996

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

Re: Articles of Incorporation for PowAir, Inc.

800002036888--4
-12/24/96--01084--006
****122.50 ****122.50

Dear Sir:

Enclosed for filing with your division are the Articles of Incorporation for the above-named corporation, original and one copy.

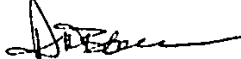
Also enclosed is our check in the amount of \$122.50 in payment of the following sums:

- | | |
|-------------------------|---------|
| 1. Filing fee | \$35.00 |
| 2. Registered Agent Fee | \$35.00 |
| 3. Certified copy | \$52.50 |

Total \$122.50

Please forward a certificate under seal and a certified copy.

Very truly yours,


Anthony K. Black,
Black & Jung, P.A.

AKB/mf
Enclosures

FILED
96 DEC 23 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/20

**ARTICLES OF INCORPORATION
OF
POWAIR, INC.**

FILED
96 DEC 23 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, the undersigned incorporator for **PowAir, Inc.** (the "Corporation"), hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is **PowAir, Inc.** The Corporation's principal office and mailing address is Units B1 and B2, 1680 Tilley Avenue, Clearwater, Florida 34620.

**ARTICLE II
CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of Common Stock having a par value of \$.01 per share.

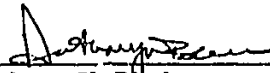
**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's registered office is Suite 1240, First Union Center, 100 South Ashley Drive, Tampa, Florida 33602, and its agent for service of process at such office is Anthony K. Black.

**ARTICLE IV
INCORPORATOR**

The name and address of the Corporation's incorporator is Anthony K. Black, Suite 1240, First Union Center, 100 South Ashley Drive, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has, in accordance with the Florida Business Corporation Act, executed these Articles of Incorporation as of this 20 day of December, 1996.



Anthony K. Black

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 20th day of December, 1996, by Anthony K. Black, who has produced a Florida drivers license as identification and who took an oath.

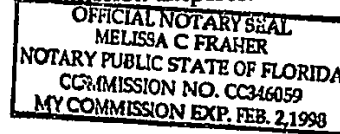
Melissa C. Fraher

Melissa C. Fraher

(print name)

Notary Public

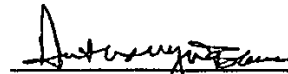
My Commission Expires:



ACKNOWLEDGEMENT OF REGISTERED AGENT

The undersigned, having been designated to accept service of process for PowAir, Inc., at the place indicated in the foregoing Articles of Incorporation, does hereby accept the appointment as registered agent and does hereby acknowledge that the undersigned is familiar with and accepts the obligations of such position as set forth in the Florida Business Corporation Act.

Executed this 20th day of December, 1996.



Anthony K. Black,
Registered Agent

FILED
96 DEC 23 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA