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P97000002238

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LESTER J. FELLOWS
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DAVID P. LEON
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WILLIAM P. BURN
JOHN B. LAURENCE

January 8, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Attention: Ms. Brenda Baker, New Filings Division

RE: AirMotion, Inc.
Specialized Computing, Inc.

Our File Nos. 20090-0001; 20091-0001

Dear Ms. Baker:

Enclosed for filing are an original and one copy of the Articles of Incorporation for each of AirMotion, Inc. and Specialized Computing, Inc. My secretary called you on December 30, 1996 regarding the status of filing of the Articles of Incorporation for each of the above corporations. We mistakenly thought we had forwarded these documents to the Department of State on December 20, 1996 and forgotten to forward our checks in the amount of \$70.00 each payable to the Florida Department of State to cover the Filing Fee (\$35.00) and the Registered Agent Fee (\$35.00) for each corporation, which checks we then sent by Federal Express to you on December 30th. You stated you would hold the checks and flag the computer system alerting the Division of Corporations to forward the enclosed documents to you for filing. I apologize for any inconvenience this may have caused.


Please acknowledge receipt of the enclosed Articles of Incorporation by date-stamping the copies of the Articles and returning the copies to me in the stamped, self-addressed envelope enclosed for your convenience.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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*****70.00 *****70.00

Florida Department of State
Division of Corporations
Attention: Ms. Brenda Baker
January 8, 1997
Page 2

Thank you for your attention to this matter. If you have any questions or comments, please call me immediately.

Sincerely yours,



Douglas E. Starcher

DES:lam
Enclosures

BROAD AND CASSEL

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 KENNETH EDLIMAN
 WILLIAM P. BURNS
 JODI B. LAURENCE

December 30, 1996

VIA FEDERAL EXPRESS

Florida Department of State
 Division of Corporations
 409 E. Gaines Street
 Tallahassee, Florida 32399

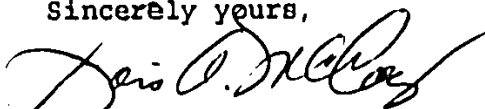
Attention: Ms. Brenda Baker, New Filings Division

RE: AirMotion, Inc.
 Specialized Computing, Inc.
 Our File Nos. 20090-0001, 20091-0001

Dear Ms. Baker:

Pursuant to our telephone conversation this date wherein I stated that the original Articles of Incorporation for each of the above-referenced corporations were mailed from this office by Douglas E. Starcher, Esq. to the Division of Corporations for filing on December 20, 1996, and that two checks for \$70.00 each (\$35.00 filing fee and \$35.00 Registered Agent Fee) were inadvertently left out of the envelope mailed to your office. Therefore, enclosed are the referenced checks. Please process these filings as soon as possible and return the date-stamped copies of the Articles to Mr. Starcher in the envelope provided in our December 20th letter. Thank you again for your assistance in rectifying this error.

Sincerely yours,



Lois A. McCoy, Secretary to
 Douglas E. Starcher, Esq.

cc: Douglas E. Starcher, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 390 N. Orange Avenue, Suite 1100, Orlando, FL 32801 and the name of the initial registered agent of this Corporation at that address is B & C Corporate Services of Central Florida, Inc.

ARTICLE VII - Directors

A. The initial number of Directors of this Corporation shall be one (1).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Brian Haas	2875 S. Orange Avenue Suite 500-1105 Orlando, FL 32806

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

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

<u>Name</u>	<u>Street Address</u>
Brian Haas	2875 S. Orange Avenue Suite 500-1105 Orlando, FL 32806

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

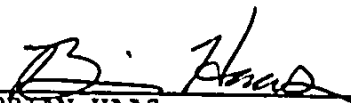
ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XII - Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this ____ day of December, 1996.


BRIAN HAAS

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of AirMotion, Inc.

**B & C CORPORATE SERVICES OF
CENTRAL FLORIDA, INC.**

Randal M. Alligood,
Vice President

FILED
JAN - 9 PH 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA