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ACCOUNT NO. : 072100000032

REFERENCE : 227376 7106114

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : January 20, 1997

ORDER TIME : 9:34 AM

ORDER NO. : 227376-005

CUSTOMER NO: 7106114

CUSTOMER: Charlie R. Brown, Esq
CHARLIE R. BROWN, ATTORNEY
AT LAW
7 Fountain Square

Belleair, FL 34616

DOMESTIC FILING

NAME: CONCH AIR, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED
97 JAN 21 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700002062677--9

RECEIVED
97 JAN 21 AM 8:23
DIVISION OF CORPORATION

KR
1-22-97

**ARTICLES OF INCORPORATION
OF
CONCH AIR, INC.**

97 JAN 21 AM 7:50
FILED
SECRET
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation under and by virtue of the laws of the State of Florida under the following proposed charter.

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be CONCH AIR, INC., and its business shall be carried on in the State of Florida and such other states and countries as may be agreed upon, and its principal place of business shall be 7 Fountain Square, Belleair, Florida 34616, or such other place as from time to time is designated.

ARTICLE II - DURATION

The term and duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation shall be authorized and permitted to engage in the business of providing air transportation and ground transportation in Florida, the Bahamas, all of the Caribbean Islands, all states in the United States and all the provinces of Canada, and to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The total number of shares that may be issued by the corporation is 7,500 shares of common stock with a par value of \$1.00 per share, which stock may be issued in fractional shares and may be in whole or in part canceled and reissued at any time in compliance with the By-Laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE V - OFFICERS AND DIRECTORS

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than one (1) nor more than five (5) members, as may be by the corporation provided, who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-Laws or by resolution of the Board of Directors, and

who shall hold office until their successors shall be elected and qualified. The names and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

Charlie R. Brown, 7 Fountain Square, Belleair, Florida 34616
President and Director

Charlie R. Brown, 7 Fountain Square, Belleair, Florida 34616
Vice President, Secretary and Director

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation and the number of shares of common stock which he agrees to take are as follows:

Charlie R. Brown		
7 Fountain Square	500 Shares	Value of \$500.00
Belleair, Florida 34616		

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE VIII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation and the address of the initial registered office shall be as follows:

Charlie R. Brown
7 Fountain Square
Belleair, Florida 34616

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to these Articles of Incorporation this the 17th day of January, 1997.

Charlie R. Brown (SEAL)
Charlie R. Brown, Incorporator

Signed, Sealed and Delivered
in the presence of:

Jennifer Wilson
Witness to the Incorporator

Kelly Smith
Witness to the Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, CHARLIE R. BROWN, to me known to be the person described in and who executed the foregoing Articles of Incorporation, or who provided _____ as identification and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL this the 17 day of January, 1997.

Debra S. Pate
Notary Public

My Commission Expires:

DEBRA S. PATE
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXPIRES NOV. 29, 1998
CC404579

**DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA**

Pursuant to the provisions of Florida Statutes 48.091, CONCH AIR, INC., has named CHARLIE R. BROWN as Registered Agent and 7 Fountain Square, Belleair, Florida 34616 as Registered Office for the service of process upon the corporation within the State of Florida.

This the 17th day of January, 1997.

CONCH AIR, INC.


Charlie R. Brown, President

ACCEPTANCE AND ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept appointment as Registered Agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of Florida Statutes 607.325.


Charlie R. Brown, Registered Agent

FILED
97 JAN 21 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA