

**P97000013497**

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

RE: Hollywood Air, Inc.

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

**FILED**  
 97 FEB 11 PM 3:56  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

reg. FEB 11 1997

.....  
 REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
 BY AAP \_\_\_\_\_

WALK-IN Will Pick Up 2/11 930

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> (CS) Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
<b>SUBTOTALS</b>		

600002084 496  
 -02/11/97-0119 888  
 \*\$\$\$\*70.00 \*\$\$\$\*70.00

97 FEB 11 PM 2:18  
 DIVISION OF CORPORATIONS  
 RECEIVED

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

**THANK YOU**  
 from  
 Your Capital Connection

**FILED**

**ARTICLES OF INCORPORATION**

97 FEB 11 PM 3: 56

**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**HOLLYWOOD AIR, INC.**

**ARTICLE I. NAME**

The name of this corporation shall be Hollywood Air, Inc.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department Of State. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of aircraft rental and may engage in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 100 par value shares of common capital stock.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

Articles Of Incorporation Of Hollywood Air, Inc.

## **ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

**"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."**

## **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be One. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of the individual who shall serve as a member of the Initial Board Of Directors is: Raymond T. Howard, 6373 - 90th Avenue North, Pinellas Park, FL 34666.

## **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The mailing address and principal office of this corporation shall be 6373 - 90th Avenue North, Pinellas Park, Florida 34666 and the address of this corporation's initial registered office shall be: 3634 Central Avenue, St. Petersburg, FL 33711.

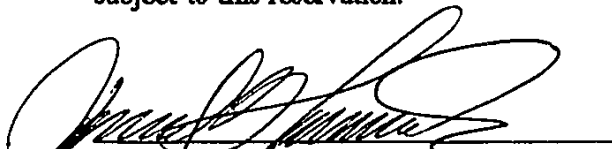
The name of the individual who shall serve as this corporation's initial registered agent is: Douglas J. Barnard, whose address is 3634 Central Avenue, St. Petersburg, Florida 33711.

**ARTICLE X. INCORPORATOR**

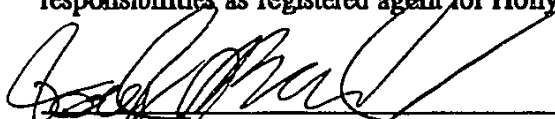
The name and address of the individual who shall serve as this corporation's incorporator are: Raymond T. Howard, 6373 - 90th Avenue North, Pinellas Park, FL 34666.

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
Raymond T. Howard - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent for Hollywood Air, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Hollywood Air, Inc.

  
Douglas J. Barnard - Registered Agent

**FILED**  
97 FEB 11 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State Of Florida

County Of Pinellas

On Jan. 31, 1997, Douglas J. Barnard, designated above as the individual who shall serve as the corporation's initial registered agent, and Raymond T. Howard, designated above as the above individual who shall serve as the corporation's initial incorporator, who are personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Hollywood Air, Inc.

Kathleen Mason

Notary Public - Kathleen Mason

Commission Expiration Date & Commission Number:

(SEAL)

Articles Of Incorporation Of Hollywood Air, Inc.