

# 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

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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 \$

REQUEST TAKEN CONFIRMED APPROVED

DATE 4.17.97

TIME 11:20 CK No.

BY CJB

WALK-IN

Will Pick Up

RE: Gulf Coast Aviation  
Services Inc.

Capital Express

Art. of Amend. File

Corp. Name Search

UCC Partnership File

Foreign Corp. File

(-) Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

CUS

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kill

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.

SUBTOTALS

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 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION**  
**OF**  
**GULF COAST AVIATION SERVICES, INC.**

**FILED**  
**97 APR 17 PM 2:03**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida and under the following Articles:

**ARTICLE I**

**NAME AND DURATION**

The name of the Corporation shall be **GULF COAST AVIATION SERVICES, INC.** The duration of the Corporation shall be perpetual.

**ARTICLE II**

**REGISTERED OFFICE AND PRINCIPAL OFFICE AND AGENT**

The address of the registered office and principal office in the State of Florida is 15 West Strong Street, Suite 31B, City of Pensacola, County of Escambia. The name of the registered agent at such address is **CHRISTOPHER M. SMITH**.

**ARTICLE III**

**NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States of America and/or the State of Florida, and shall have all of the general and specific powers and rights granted to and conferred upon corporations by the General Corporation Act of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a nominal par value of \$1.00 per share.

All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

Except as required by law, each holder of common stock shall have one vote for each share of stock held by him of record on the books of the Corporation on all matters to be voted upon by the Stockholders. Notwithstanding the foregoing, this Corporation shall have the right to increase its capital stock, either with or without nominal or par value, and to provide the designations, preferences, voting powers, restrictions or qualifications of voting powers of such additional stock in an amendment to these Articles of Incorporation.

Shares held by Stockholders of this Corporation may not be resold or otherwise transferred to other persons unless shares are first offered to the remaining Stockholders or to the Corporation. The price and terms at which and the time within which such shares may be offered and sold shall be further specified by written agreement among all the Stockholders and this Corporation.

## **ARTICLE V**

### **INCORPORATORS**

The name and mailing address of each incorporator of this Corporation are as follows:

CHRISTOPHER M. SMITH  
15 West Strong Street  
Suite 31B  
Pensacola, Florida 32501

The powers of the incorporators shall terminate upon the filing of these Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

This Corporation shall have two (3) initial Directors. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than one (1), as required by the laws of the State of Florida.

The name and mailing address of the initial members of the Board of Directors of this Corporation, to hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
WARREN BAXLEY	2135 Semur Road Pensacola, FL 32503
U. W. KING	9868 Kawanee Drive Pensacola, FL 32514
CHRISTOPHER M. SMITH	4750 Slayback Street Pensacola, FL 32504

Any Director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the Stockholders.

In the event that one or more vacancies should occur on the Board of Directors by reason of death, resignation or otherwise, such vacancies shall be filled by the Stockholders at their next annual meeting or at a special meeting called for that specific purpose. The remaining Directors, by affirmative vote of a majority thereof, may elect a Director to fill any such vacancy until a special meeting can be called or until the next annual meeting of the Stockholders.

The initial members of the Board of Directors of this Corporation hereinabove named shall hold the Organizational Meeting of this Corporation, and are hereby authorized to do and perform all acts and things necessary for and incident to the organization of this Corporation.

## **ARTICLE VII**

### **CORPORATE ACTION BY CONSENT**

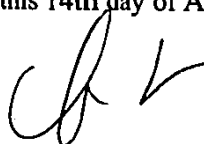
Any corporate action required or permitted to be taken by a vote of the Board of Directors or a committee thereof or by a vote of the Stockholders may be taken without a meeting or vote of the Directors or Stockholders upon the written consent of all Directors or Stockholders having a majority of all stock entitled to vote upon such action as if a meeting were held; provided, however, that in no case shall any such corporate action be taken by written consent of less than the minimum percent of the vote required by statute for the proposed action, and provided that prompt notice is given to all Directors and Stockholders of the taking of such corporate action without a meeting and by less than unanimous written consent.

**ARTICLE VIII**

**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

DATED at Pensacola, Escambia County, Florida, on this 14th day of April, 1997.

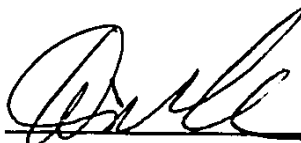


CHRISTOPHER M. SMITH, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 14th day of April, 1997 by CHRISTOPHER M. SMITH, who is personally known to me.



NOTARY PUBLIC

Typed Name: William V. Linne

Commission Expires: 12-30-99

Commission No.: CC507790

**CERTIFICATE DESIGNATING ADDRESS FOR  
SERVICE OF PROCESS WITHIN FLORIDA  
AND DESIGNATING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Chapter 607.034, Florida Statutes, the General Corporation Act of Florida, the following is submitted:

**FIRST: GULF COAST AVIATION SERVICES, INC.**, desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Pensacola, County of Escambia, State of Florida, has named **CHRISTOPHER M. SMITH**, located at 15 West Strong Street, Suite 31B, Pensacola, Florida 32501, the registered office of the Corporation, as its agent to accept service of process within this State.

**ACCEPTANCE OF AGENT**

Having been named to accept service of process and serve as Registered Agent for the above-named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said statute relative to keeping said office open.

  
\_\_\_\_\_  
CHRISTOPHER M. SMITH

97 APR 17 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

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