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CLEARWATER, FLORIDA 34615  
(813) 441-6966 FAX (813) 442-6470

IN REPLY REFER TO

May 13, 1997

Clearwater

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

Re: GONZ-AIR, INC.

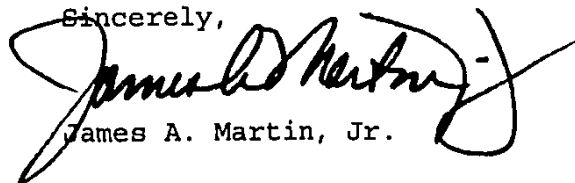
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-06/02/97--01029-011  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-named corporation. Also enclosed is the registered agent form and Mr. Gonzalez's check in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 certification fee and \$35.00 registered agent designation fee.

Should you have any questions, please advise.

Sincerely,



James A. Martin, Jr.

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Enclosures

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SECRET  
DIVISION OF STATE  
CORPORATIONS

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ARTICLES OF INCORPORATION  
OF  
GONZ-AIR, INC.

FILED  
SECRETARY OF ST.  
DIVISION OF CORPORATE  
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ARTICLE I

Name

The name of this corporation is: GONZ-AIR, INC.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 500 shares at One (\$1.00) Dollar par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

## ARTICLE V

### Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VI

### Principal Office and Registered Agent

The street address of the principal office of this corporation is Hangar 3, St. Petersburg-Clearwater Airport, Clearwater, FL 34622, and the name of the initial registered agent of this corporation at that address is Heber Gonzalez.

## ARTICLE VII

### Initial Board of Directors and Officers

This corporation shall have one (1) director and/or officer initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Heber Gonzalez	Hangar 3 St. Petersburg-Clearwater Airport Clearwater, FL 34622	Pres/Secy/Director

ARTICLE VIII

Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Heber Gonzalez	Hangar 3 St. Petersburg-Clearwater Airport Clearwater, FL 34622

ARTICLE IX

By-Laws

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

ARTICLE X

Shareholder Quorum and Voting

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

Amendment

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22<sup>d</sup> day of May, 1997.

Heber Gonzalez  
Heber Gonzalez  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, HEBER GONZALEZ, to me personally known to be the individual described in, and who executed the foregoing instrument or who has produced N/A as identification and who did take an oath and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 22<sup>d</sup> day of May, 1997.

JAMES A. MARTIN, JR.  
Notary Public, State of Florida  
My Comm. Expires July 15, 1998  
No. CC391445

James A. Martin Jr.  
Print Name JAMES A. MARTIN Jr.  
Notary Public  
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF RESIDENCE  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That GONZ-AIR, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Clearwater, County of Pinellas, State of Florida, has named HEBER GONZALEZ located at Hangar 3, St. Petersburg-Clearwater Airport, Clearwater, FL 34622, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
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HEBER GONZALEZ  
Resident Agent

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