



THE UNITED STATES
CORPORATION
COMPANY

P97000053350

ACCOUNT NO. : 072100000032

REFERENCE : 429106 7116986

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

ORDER DATE : June 16, 1997

ORDER TIME : 9:47 AM

ORDER NO. : 429106-005

CUSTOMER NO: 7116986

CUSTOMER: Ms. Chris Evens
NOBLE HOUSE HOTELS & RESORTS

25 Central Way
Suite 400
Kirkland, WA 98033

97 JUN 16 11:12:05
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: NOBLE AIR, INC.

100002212791--3
-06/16/97--01059--009
****122.50 ****122.50

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

KA7

87

JUN 16 1997

W97-14018

97 JUN 16 11:11:24
RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 16, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: NOBLE AIR, INC.
Ref. Number: W97000014018

RESUBMIT
Please give original
submission date as file date

We have received your document for NOBLE AIR, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE REGISTERED OFFICE LISTED IN YOUR ARTICLES OF INCORPORATION MUST BE CONSISTENT THROUGHOUT THE DOCUMENT.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 897A00032099

RECEIVED
JUN 17 AM 10:46
DIVISION OF CORPORATIONS

EFFECTIVE DATE
6/13/97

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

ORIGINAL

The undersigned hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation pursuant the Florida General Corporation Act, Florida Statutes, Chapter 607.

**ARTICLE I
NAME**

The name of this corporation shall be NOBLE AIR, INC.

**ARTICLE II
GENERAL NATURE OF BUSINESS AND POWERS**

The general nature of the business to be engaged in and transacted by this Corporation is to own, lease, operate and maintain passenger aircraft and to provide air passenger service to Little Palm Island and to the general public, and to engage in any other legal activity permitted under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of one (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

**ARTICLE IV
TERM OF EXISTENCE**

This corporation shall commence its existence on June 13, 1997 and shall have perpetual existence.

FILED
97 JUN 16 PM 12:05
TALLAHASSEE, FLORIDA

ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have Five (5) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII
INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

Director

Patrick R. Colee
25 Central Way, Suite 400
Kirkland, WA 98033

Director

John Donoghue
c/o Noble House Hotels & Resorts
25 Central Way, Suite 400
Kirkland, WA 98033

Director

James P. Colee
c/o Noble House Hotels & Resorts
25 Central Way, Suite 400
Kirkland, WA 98033

Director

Joseph H. Roth, Jr
87851 Old Highway
Islamorada, FL 33036

Director

Chris Hill
P. O. Box 420680
Summerland, FL 33042

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII
PRINCIPAL OFFICE

The principal office of the corporation is as follows:

c/o Noble House Hotels & Resorts
25 Central Way, Suite 400
Kirkland, WA 98033

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Patrick R. Colee
25 Central Way, Suite 400
Kirkland, WA 98033

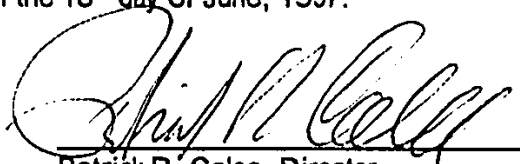
ARTICLE X
CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI
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 at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 13th day of June, 1997.


Patrick R. Colee, Director

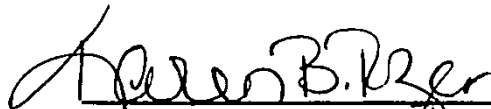
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the following is submitted, in compliance with said Statutes:

That NOBLE AIR, INC. desiring to organize under the laws of the State of Florida, with its *principal* office at 25 Central Way, Suite 400, Kirkland, WA, has named Corporation Service Company located at 1201 Hays, Tallahassee, Florida 32301, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Corporation Service Company
By: **Karen B. Rozar, As Its Agent**

FILE
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