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JEFFREY R. LUDWIG
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELOR AT LAW

FILED

97 JUL -2 AM 10:25

SUITE 200, SOUTHPOINT BUILDING

SECRETARY OF STATE
TALLAHASSEE, FLORIDA 32216

TELEPHONE: 904-281-0145

PLEASE REPLY TO
POST OFFICE BOX 550700
JACKSONVILLE, FLORIDA 32255-0700
TELEFAX: 904-296-0384

June 30, 1997

EXPIRATION DATE

6-30-97

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-07/02/97--01042--013

****122.50 ****122.50

Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, Florida 32301

Re: Air Smart, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of articles of incorporation and registered agent designation for the above-named corporation. Also, a check in the sum of \$122.50 is enclosed which represents the following fees: \$35.00 fee to file the articles of incorporation; \$35.00 fee to file the registered agent designation; and \$52.50 for a certified copy of the foregoing.

Please file the enclosed original and return a certified copy to the undersigned in the enclosed, self-addressed stamped envelope. Your prompt attention to this matter is greatly appreciated.

Very truly yours,

Jeffrey R. Ludwig

JRL/llk

Enclosures

AirSmart.SOS

9/4/97

ARTICLES OF INCORPORATION
FOR
AIR SMART, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME AND ADDRESS

The name of the corporation is:

AIR SMART, INC.

EXPIRATION DATE

6-30-97

The mailing address of the corporation is:

6580 Anvers Boulevard South
Jacksonville, FL 32210

ARTICLE II. COMMENCEMENT

Corporate existence shall commence upon the date of acknowledgment and subscription, which is the date the Incorporator has executed these Articles; provided, however, that if these Articles are not filed within five (5) business days with the Florida Secretary of State, corporate existence shall commence upon filing with the Secretary of State.

ARTICLE III. BUSINESS

The general nature of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

ARTICLE IV. CAPITAL STOCK

The authorized capital stock of this corporation shall be 1,000 shares of common stock, each share having a par value of \$1.00.

ARTICLE V. TERM

The term for which this corporation is formed is and shall be perpetual or until dissolved according to law.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

6620 Southpoint Drive South, Suite 200
Jacksonville, Florida 32216

The name of the initial registered agent of this corporation at that address is:

Jeffrey R. Ludwig

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Name

Street Address

Jack D. Harper

6580 Anvers Boulevard South
Jacksonville, FL 32210

ARTICLE VIII. INCORPORATOR

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

Name

Street Address

Jack D. Harper

6580 Anvers Boulevard South
Jacksonville, FL 32210

ARTICLE IX. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on the 30 day of June, 1997.

 (SEAL)
JACK D. HARPER

AIRSMART.Ari

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

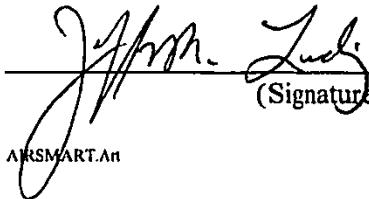
1. The name of the corporation is: AIR SMART, INC.
2. The name and address of the registered agent and office is:

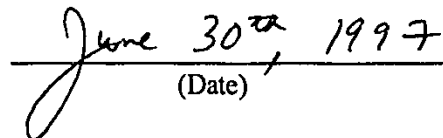
Jeffrey R. Ludwig

6620 Southpoint Drive South, Suite 200

Jacksonville, Florida 32216

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.


(Signature)
AIRSMART.Air


(Date)