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MELBOURNE, FLORIDA 32901

P.O. Box 608
MELBOURNE, FLORIDA 32902-0608

July 2, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-07/09/97--01079--016
122.50 *122.50

Re: Wingtip Charter Services, Inc.

Dear Sir or Madam:

This is to enclose original and one copy of Articles of Incorporation regarding the above referenced corporation, together with our check in the amount of \$122.50 as filing fee for same. Please file the original and return a certified copy to us.

Should you have any questions or require any additional information, please do not hesitate to call this office.

Thank you for your assistance.

Very truly yours,

Kathy Tompkins

Secretary to Lynne R. Thompson

/kt
Enc. (2)

FILED
97 JUL -9 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97-10-97

ARTICLES OF INCORPORATION
OF
WINGTIP CHARTER SERVICES, INC.

FILED
97 JUL -9 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes to the formation of a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name; Principal Place of Business

The name of the corporation shall be WINGTIP CHARTER SERVICES, INC. The principal office shall be located at 300 West Airport Drive, Sebastian, FL 32958.

ARTICLE II

General Nature of Business

The general nature of the business to be transacted by this corporation is:

(a) To provide air charter services consistent with applicable state and federal licenses and regulations and all other actions authorized by law.

(b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a

building and loan association, fraternal benefit society, state fair or exposition.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bond, security, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, while owner of such stock; to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

ARTICLE III

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 1,000 shares, having a par value of \$0.01 per share.

ARTICLE IV

Term of Existence

This corporation shall exist perpetually.

ARTICLE V

Initial Principal Office and Registered Agent

The initial principal office of this corporation in the State of Florida will be 300 West Airport Drive, Sebastian, FL 32958. The Board of Directors may from time to time move the principal office to any address in Florida. The name and address of the initial registered agent of this corporation is LYNNE R. THOMPSON, ESQUIRE, 529 E. New Haven Avenue, Melbourne, FL 32901.

ARTICLE VI

Board of Directors

(1) The initial number of Directors of this corporation is one.

(2) 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.

(3) The name and street address of the initial member of the Board of Directors, to hold office for the first year of existence of this corporation or until his successor(s) is elected or appointed and has qualified:

Name

Street Address

ROBERT A. VAN WYCK

300 West Airport Dr.
Sebastian, FL 32958

ARTICLE VII

Incorporators

The name and street address of the person(s) signing these Articles of Incorporation are:

Name

Street Address

ROBERT A. VAN WYCK

300 West Airport Drive
Sebastian, FL 32958

ARTICLE VIII

Pre-emptive Rights

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 IX

Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate

his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE X

Amendment to Articles

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 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.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Melbourne, Brevard County, Florida, for the uses and purposes aforesaid, on this 30 day of JUNE, 1997.

R. A. Van Wyck
ROBERT A. VAN WYCK

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 30th day of June, 1997, by ROBERT A. VAN WYCK who is personally known to me.



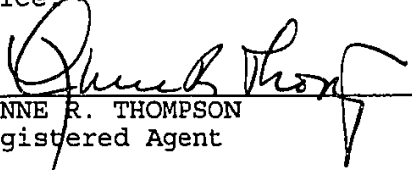
RAE CROSS COX
My Comm Exp. 11/18/2000
Bonded By Service hrs
No. CC602312
If Personally Known (1) Other L.D.

Rae Cross-Cox
Notary Public
My commission expires:

11-18-2000

CERTIFICATE OF REGISTERED AGENT

Pursuant to Florida Statutes, the following is submitted in compliance with said Act: WINGTIP CHARTER SERVICES, INC., a corporation for profit, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Melbourne, County of Brevard, State of Florida, has named LYNNE R. THOMPSON, ESQUIRE, located at 529 E. New Haven Avenue, Melbourne, Florida 32901, as its Registered Agent 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.


LYNNE R. THOMPSON
Registered Agent

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97 JUL -9 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA