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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 459414 80492A

AUTHORIZATION :

COST LIMIT : \$ PRE PAID

ORDER DATE : July 11, 1997

ORDER TIME : 12:02 PM

ORDER NO. : 459414-005

CUSTOMER NO: 80492A

CUSTOMER: Richard K. Jones, esq
MOSELEY WARREN PRICHARD &
PARRISH, P.A.
501 West Bay Street

Jacksonville, FL 32202

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DOMESTIC FILING

NAME: ATLANTIC AVIATION LEASING,
INC.

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: Andrew Cumper

EXAMINER'S INITIALS: _____

97 JUL 11 PM 3:02
TALLAHASSEE, FLORIDA

RECEIVED
97 JUL 11 PM 1:23
DIVISION OF CORPORATION

L 8M JUL 11 1997

ARTICLES OF INCORPORATION
OF
ATLANTIC AVIATION LEASING, INC.

FILED
97 JUL 11 PM 3:02
STATE
TALLAHASSEE, FLORIDA

The undersigned, does hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the Laws of the State of Florida.

ARTICLE I

NAME The name and mailing address of this corporation is:

ATLANTIC AVIATION LEASING, INC.
8500 Heckscher Drive
Jacksonville, Florida 32226

ARTICLE II

TERM OF EXISTENCE - This corporation is to have perpetual existence. The time of the commencement of the corporate existence is the date and time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III

GENERAL PURPOSE OF CORPORATION - The general purpose of the corporation and the nature of the businesses to be transacted by this corporation are as follows:

(1) To engage in every aspect and phase of owning, operating and leasing airplanes, and similar products and other services related to the conduct of such business.

(2) 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 association, cooperative association, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.

(3) 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.

(4) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporation property or other instruments to secure the payment of corporate indebtedness as required.

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

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

(7) To such extent as a corporation organized under the Florida Business Corporation Act may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Florida Business Corporation Act or under any act amendatory thereof, supplemental thereto, or in substitute thereof.

ARTICLE IV

CAPITAL STOCK - The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a nominal or par value of \$1.00. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or in property, labor, or services at a just valuation to be fixed by the Directors.

ARTICLE V

ADDRESS AND AGENT - The street address of the principal office of the corporation is 8500 Heckscher Drive, Jacksonville, Florida 32226. The name and address of the initial registered agent of this corporation is Richard K. Jones, Esq.,

Moseley, Warren, Prichard & Parrish, 501 West Bay Street, Jacksonville, Florida 32202.

ARTICLE VI

DIRECTORS - This corporation shall have not less than one (1), nor more than five (5) Directors, initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders. The initial Board of Directors shall consist of one (1) Director, and the name and address of the person who is to serve as such initial Director is as follows:

David F. Woods
8500 Heckscher Drive
Jacksonville, Florida 32226

ARTICLE VII

INCORPORATORS - The name and address of the incorporator of this corporation is as follows:

David F. Woods
8500 Heckscher Drive
Jacksonville, Florida 32226

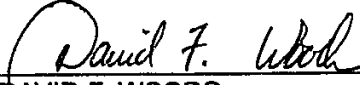
ARTICLE VIII

STOCK - The stock of this corporation may be issued pursuant to a plan as contemplated by Section 1244 of the Internal Revenue Code of 1986, as amended, and the Directors, Officers and Stockholders of the corporation are authorized to adopt such a plan.

ARTICLE IX


AMENDMENT - These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors and proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. The Shareholders may amend the Articles of Incorporation without an act of the Directors at a meeting for which notice of the changes to be made is given.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville, Florida, for the uses and purposes aforesaid, this 3rd day of July, 1997.

 (SEAL)
DAVID F. WOODS

STATE OF FLORIDA
COUNTY OF DUVAL

3rd Before me, the undersigned authority, personally appeared David F. Woods on this day of July, 1997, and signed the above and foregoing in my presence for the purposes therein set forth.


NOTARY PUBLIC
My commission expires:



Amy E Nolen
My Commission CC622070
Expires February 17, 2001

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First – That ATLANTIC AVIATION LEASING, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Richard K. Jones, Esq., Moseley, Warren, Prichard & Parrish, 501 West Bay Street, Jacksonville, Florida 32202, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at 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.


Richard K. Jones (Resident Agent)

FILED
91 JUL 11 PM 3:02
TALLAHASSEE, FLORIDA