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97 JUL 18 PM 3:34
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July 14, 1997

Department of State
Division of Corporation
The Capitol
Tallahassee, FL 32304

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-07/18/97-0115-004
***122.50 ***122.50

RE: Voyager Aviation, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida Corporation.

Also enclosed is our firm's check in the amount of \$ 122.50, representing payment of the following:

Filing fee	\$ 35.00
Certified Copy fee	\$ 52.50
Registered agent fee	\$ 35.00

Please file the enclosed Articles of Incorporation and return certified copy to the undersigned.

Very truly yours,

Stanley R. Andrews

Stanley R. Andrews

SRA:mfm

PA
7/21/97

**ARTICLES OF INCORPORATION
OF
VOYAGER AVIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation.

ARTICLE I. NAME

The name of the corporation is Voyager Aviation, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 4821 Sisson Road, Titusville, FL 32780

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$ 1.00 per share.

ARTICLE V. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing on date of filing.

ARTICLE VI. 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 :

WILLIAM A. BENSON 4821 Sisson Road Titusville, FL 32780

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

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street address is:

Gary Jonathan Evans 4821 Sisson Road
Titusville, FL 32780

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 IX. INCORPORATORS

The name and street address of the person signing these Articles of Incorporation is:
William A. Benson 4821 Sisson Road Titusville, FL 32780

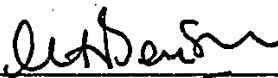
ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

ARTICLE XI. PREEMPTIVE RIGHTS

Every 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.

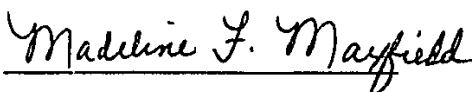
IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 14th day of July, 1997.

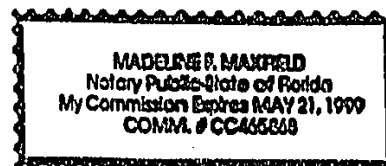

WILLIAM A. BENSON

State of Florida
County of Brevard

BEFORE ME, a notary public authorized to take acknowledgements in the State and
County set forth above, personally appeared WILLIAM BENSON, personally known to me
✓ OR who produced _____ as identification, who is known by me
to be the person who executed the foregoing Articles of Incorporation, and who did take an
oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State
and county aforesaid, this 14th day of July, 1997.


Notary Public-State of Florida



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

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Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent in the State of Florida.

1. The name of the corporation is VOYAGER AVIATION, INC..
2. The name of the registered agent is WILLIAM A. BENSON.
3. The address of the registered agent/ registered office is 4821 Sisson Road, Titusville, FL 32780.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for above corporation, 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.

7/14/97
Date

BY 
WILLIAM A. BENSON