

P97000063257

The Law Firm Of
PATRICK E. GERAGHTY, P.A.
A Professional Association

Patrick E. Geraghty
Board Certified Civil Trial Lawyer
Thomas M. Dougherty

The Courtney Building, Suite 100
2069 First Street
Post Office Box 1605
Fort Myers, Florida 33902-1605
941-334-9500 FAX: 941-334-8930

July 8, 1997

Department of State
Division of Corporations
Post Box 6327
Tallahassee, Florida 32314

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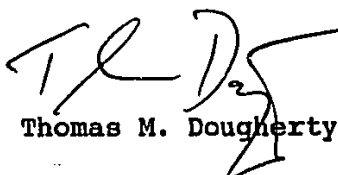
Re: Pioneer Fliers Company

To Whom It May Concern:

Enclosed is an original and two copies of the Articles of Incorporation and a check for \$131.25 for filing fee, certified copy and certificate.

If you should have any questions, please feel free to call.

Sincerely,


Thomas M. Dougherty

TMD/tt
Enclosures
cc: J. Frank Rawl

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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July 17, 1997

Ms. Sandra B. Mortham
Secretary of State
FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

ATTENTION: Freida Chesser
Corporate Specialist

RE: Subject : Pioneer Fliers Company
Ref. No. : W97000016201
Letter No.: 497A00035997

Dear Ms. Chesser:

Pursuant to your July 14, 1997, letter, a copy of which is enclosed, please find the original and one copy of Articles of Incorporation and executed Certificate of Designation of Registered Agent/Registered Office. Please process the incorporation for Pioneer Fliers Company and forward the receipt and confirming paper to my office. Your assistance is appreciated.

Should you have any questions, please do not hesitate to contact me.

Sincerely,


Thomas M. Dougherty

ja

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

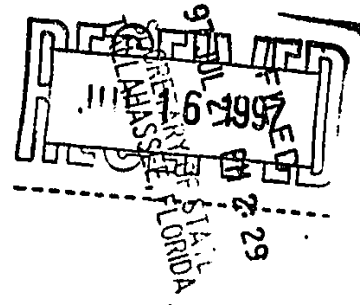


FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 14, 1997

THOMAS M DOUGHERTY
P O BOX 1605
FT MYERS, FL 33902-1605

SUBJECT: PIONEER FLIERS COMPANY
Ref. Number: W97000016201



We have received your document for PIONEER FLIERS COMPANY and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent.")

Please return the original and one copy of 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 (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 497A00035997

7/17/97 - PLEASE SEE ENCLOSED. ja

ARTICLES OF INCORPORATION
OF
PIONEER FLIERS COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, do hereby form a corporation for profit, under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Pioneer Fliers Company.

ARTICLE II

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

To engage in any lawful business.

To acquire by purchase, lease, or otherwise, lands and interest in lands and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or accepted by the corporation, buildings or other structure, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right of interest therein.

To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishings, improvements, development or management of any

property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent encumber or dispose of any personal property at any time owned or held by the corporation.

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

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

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 of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any persons, firm association, or corporation and to transact any further and other business necessarily connected with the purpose of the corporation, or calculated to facilitate the same.

To carry on any or all of its operations and business, and to promote its object with the State of Florida or elsewhere, without

restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

To do any or all things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business of acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in these Articles shall be regarded as independent objects and powers.

ARTICLE III

The maximum of shares of stock that this corporation is authorized to have outstanding at any time is 600 shares of common stock, each share having the par value of one Dollars (\$1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the stockholders of this corporation at any regular or special meeting.

ARTICLE IV

The amount of the capital which this corporation shall begin business with Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this corporation is to be 1205 Twin Palm Drive, Fort Myers, Florida 33919. The stockholders may, from time to time, designate such other post office address and place for the principal office of this corporation as they may see fit.

ARTICLE VII

The initial board of directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the corporation. The name(s) and address(es) of the initial director(s) is (are):

NAME	ADDRESS
J. Frank Rawl	1205 Twin Palm Drive Fort Myers, Florida 33919
Carol P. Rawl	1205 Twin Palm Drive Fort Myers, Florida 33919

ARTICLE VIII

The names and street address of the stockholders who subject to the provisions of the Article of Incorporation, the By-Laws of this corporation, and the laws of Florida, shall initially hold stock in this corporation, are as follows:

NAME	ADDRESS
J. Frank Rawl	1205 Twin Palm Drive Fort Myers, Florida 33919
Carol P. Rawl	1205 Twin Palm Drive Fort Myers, Florida 33919

ARTICLE IX

The street address of the initial registered office of this corporation is 1205 Twin Palm Drive, Fort Myers, Florida 33919 and

the name of the initial registered agent of this corporation is J. Frank Rawl.

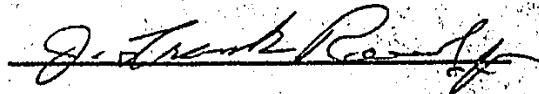
ARTICLE X

The name and street address of the subscriber of these ARTICLES OF INCORPORATION is as follows:

NAME	ADDRESS
J. Frank Rawl	1205 Twin Palm Drive Fort Myers, Florida 33919

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to sign a written statement manifesting their intention that a certain amendment of those Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber of the capital stock hereinbefore named, have hereunto set my hand and seal, this 9 day of July, 1997, for the purpose of forming this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation law of the State of Florida, do make and file in the office of the Secretary of State, State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.



STATE OF FLORIDA)

COUNTY OF LEE)

BEFORE ME, personally appeared J. Frank Rawl to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 9th day of July, 1997.



TANYA TANNER
My Commission CC460909
Expires May. 08, 1999
Bonded by ANB
800-662-6678

Tanya Tanner
Notary Public
My Commission Expires:

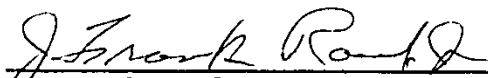
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is : **PIONEER FLIERS COMPANY**
2. The name and address of the registered agent and office is:

**J. FRANK RAWL
1205 TWIN PALM DRIVE
FORT MYERS, FLORIDA 33919**

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.


J. Frank Rawl

7-16-97
Date

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97 JUL 21 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA