

P97000064863

John R. Weaver, Sr.
P.O. Box 789
Bunnell, FL 32110

July 17, 1997

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

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-07/24/97--01063--015
****122.50 ****122.50

Dear Sir or Madam:

Enclosed find the original and one copy of the Articles of Incorporation of DIXIE AIR INC.

Also find enclosed a check made payable to the Secretary of State in the amount of \$122.50 which includes the statutory filing fee, registered agent filing fee, and cost of a certified copy of the articles. Please send the certified copy to me at the above address.

Your assistance in establishing the corporation to be known as DIXIE AIR INC. is appreciated.

Respectfully,

John R. Weaver

John R. Weaver, Sr.
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 24 10:50

97/28/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 21 4:10:52

ARTICLES OF INCORPORATION

OF

DIXIE AIR INC.

We, THE UNDERSIGNED, natural persons of legal age, acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE ONE

The name of the corporation is **DIXIE AIR INC.**

ARTICLE TWO

The period of duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is to purchase, restore, rent and resell small and vintage aircraft to the general public and any other lawful business activity for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is **100** shares of common stock having no par value or amount of par value each.

ARTICLE FIVE

The corporation will not commence business until at least **ONE THOUSAND DOLLARS** (\$1000.00) have been received by it as consideration for the issuance of shares.

ARTICLE SIX

Provisions for the regulation of the internal affairs of the corporation are governed by the bylaws which shall be adopted by a majority of directors.

ARTICLE SEVEN

The address of the initial registered office of the corporation is 14 Zebulon Place, Palm Coast, Palm Coast, Florida, 32137 and the name of its initial registered agent at such address is **JOHN WEAVER**, who by his signature states that he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

ARTICLE EIGHT

The address of the principal place of business is 14 Zebulon Place, Palm Coast, Florida, 32137.

ARTICLE NINE


The number of directors constituting the initial board of directors of the corporation is **TWO**. This number may be changed from time to time but may never be less than one. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
John R. Weaver Sr.	P.O. Box 789 Bunnell, FL 32110
Laura Weaver	P.O. Box 789 Bunnell, FL 32110

The name and address of each incorporator is:

NAME	ADDRESS
John R. Weaver, Sr.	P.O. Box 789 Bunnell, FL 32110
Laura Weaver	P.O. Box 789 Bunnell, FL 32137

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 30th day of June 1997.



John R. Weaver, Sr.

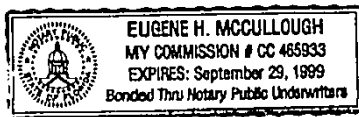


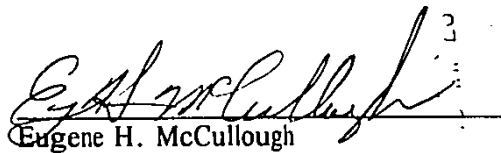
Laura Weaver

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, duly authorized under the laws of the State of Florida to administer oaths and take acknowledgements, this day personally appeared **JOHN R. WEAVER, SR. and LAURA WEAVER** to me well known and known to me to be the persons who subscribed to and signed the above and foregoing Certificate of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this
17th day of July 1997.




Eugene H. McCullough

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.325, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

First that **DIXIE AIR INC.** with its place of business at 14 Zebulon Place, Palm Coast, FL 32137, has named John R. Weaver, Sr., whose address is 14 Zebulon Place, Palm Coast, Florida 32137, as Registered Agent.

Having been named to accept service of process for the above stated organization, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and obligations of Sections 48.091 and 607.325 Florida Statutes.


JOHN R. WEAVER, SR., Registered Agent

DATED: July 17, 1997