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CHARLIE R. BROWN

Attorney At Law

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Tel: (813) 585-7695 Fax: (813) 584-4196

July 31, 1997

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Filing of Articles of Incorporation for
Southeast Airlines, Inc.

To the Corporations Division:

Enclosed are duplicate originals of the Articles of Incorporation for Southeast Airlines, Inc.
And a check in the amount of \$122.50 for the filing fee.

Please file the same as soon as possible and return the certified copy to me at the address
on this letterhead.

PLEASE NOTE: Earlier today I sent these same documents and a check to your office
by UPS overnight. Then I later learned that UPS is going on strike tonight. Therefore, as
the reservation of this name is most important, please process and file the first set of
documents to arrive in your office and return the other set and check to my office. Thank
you.

Sincerely,



Charlie R. Brown

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FILED
97 AUG -1 11:11:47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
SOUTHEAST AIRLINES, INC.**

FILED
97 AUG -1 AM 11:47
TALLAHASSEE FLORIDA

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation under and by virtue of the laws of the State of Florida under the following proposed charter.

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be SOUTHEAST AIRLINES, INC., and its business shall be carried on in the State of Florida and such other states and countries as may be agreed upon, and its principal place of business shall be 12552 Belcher Road, Largo, Florida 33773, or such other place as from time to time is designated.

ARTICLE II - DURATION

The term and duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation shall be authorized and permitted to engage in the business of operating a FAR Part 121 airline providing passenger and freight transportation services to the general public and to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The total number of shares that may be issued by the corporation is 10,000 shares of common stock with a par value of \$1.00 per share, which stock may be issued in fractional shares and may be in whole or in part canceled and reissued at any time in compliance with the By-Laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE V - OFFICERS AND DIRECTORS

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than one (1) nor more than eleven (11) members, as may be by the corporation provided, who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-Laws or by resolution of the Board of Directors, and

who shall hold office until their successors shall be elected and qualified. The names and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

P. Thomas Kolfenbach
12552 Belcher Road
Largo, Florida 33773

who shall serve as President, Secretary and Director of the corporation.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation and the number of shares of common stock which he agrees to take are as follows:

Charlie R. Brown 7 Fountain Square Belleair, Florida 33756	100 Shares	Value of \$100.00
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ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE VIII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation and the address of the initial registered office shall be as follows:

Charlie R. Brown
7 Fountain Square
Belleair, Florida 33756

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to these Articles of Incorporation this the 31st day of July, 1997.

Charlie R. Brown (SEAL)
Charlie R. Brown, Incorporator

Signed, Sealed and Delivered
in the presence of:

Jennifer A. Wilson
Witness to the Incorporators

Laura L. Schutti
Witness to the Incorporators

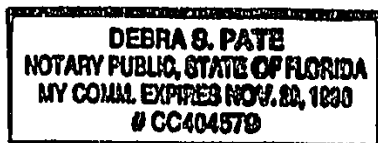
STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, CHARLIE R. BROWN, to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL this the 31 day of July, 1997.

Debra S. Pate
Notary Public

My Commission Expires:



**DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA**

Pursuant to the provisions of Florida Statutes 48.091, Southeast Airlines, Inc. has named CHARLIE R. BROWN as Registered Agent and 7 Fountain Square, Belleair, Florida 33756 as Registered Office for the service of process upon the corporation within the State of Florida.

This the 31st day of July, 1997.

SOUTHEAST AIRLINES, INC.

Charlie R. Brown
Charlie R. Brown, Incorporator

FILED
97 AUG -1 AM 11:47
TALLAHASSEE, FLORIDA

ACCEPTANCE AND ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation. at the place designated in these Articles of Incorporation, I hereby accept appointment as Registered Agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of Florida Statutes 607.325.

Charlie R. Brown
Charlie R. Brown, Registered Agent