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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 496781 4727166

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 14, 1997

ORDER TIME : 11:34 AM

ORDER NO. : 496781-005

CUSTOMER NO: 4727166

CUSTOMER: Eliot J. Safer, Esq.
TROMBERG & SAFER ATTORNEYS AT
LAW
Suite 100
3974 Woodcock Drive
Jacksonville, FL 32207

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FILED
97 AUG 14 PM 3:05
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: AIR TRUST, 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: James Guy

EXAMINER'S INITIALS:

RECEIVED
97 AUG 14 PM 1:52
TALLAHASSEE, FLORIDA

SN AUG 14 1997

TROMBERG & SAFER

AN ASSOCIATION INCLUDING A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

3974 WOODCOCK DRIVE, SUITE 100

JACKSONVILLE, FLORIDA 32207

(904) 396-5321

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FRED TROMBERG*

ELIOT J. SAFER, P.A.

DEBORAH L. GREENE

*BOARD CERTIFIED CIVIL TRIAL LAWYER

ERIC SMITH
OF COUNSEL

August 11, 1997

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Air Trust, Inc.

Gentlemen:

Enclosed herewith are Articles of Incorporation for Air Trust, Inc., to be filed in your office.

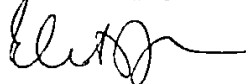
We enclose our office check to cover the following costs:

Filing and Indexing	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
	\$122.50

Please return the certified copy and other documents to our office.

Thank you for your courtesy in this matter.

Very truly yours,



Eliot J. Safer

EJS/sd

Enclosures

cc: Mr. Keith A. Gibbs

FILED

ARTICLES OF INCORPORATION 97 AUG 14 PM 3:05

OF

STATE
TALLAHASSEE, FLORIDA

AIR TRUST, INC.

The undersigned, acting as Incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation shall be Air Trust, Inc. The mailing address of this Corporation shall be 1661 Beach Boulevard, Jacksonville Beach, FL 32250.

ARTICLE II

Term of Existence

The duration of this Corporation is to be perpetual.

ARTICLE III

Purposes

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

Stock Clause

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 5,000 shares of common stock, each with a par value of One Dollar (\$1.00).

ARTICLE V

Initial 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 the by-laws, but shall never be less than one. The name and address of the initial Director of this Corporation is:

Keith A. Gibbs
1661 Beach Boulevard
Jacksonville Beach, FL 32250

ARTICLE VI

Incorporator

The name and address of the person signing these Articles is:
Eliot J. Safer, 3974 Woodcock Drive, Suite 100, Jacksonville, FL 32207.

ARTICLE VII

Pre-emptive Rights

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized),

including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VIII

Interested Directors

A. No contract of other transaction between a corporation and one or more of its Directors, or between a corporation and any other corporation, firm, association or other entity in which one or more of its Directors are Directors or Officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors are present at the meeting of the Board, or of a committee thereof, which approves such contract or transaction, or that his or their votes are counted for such purpose:

(1) If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or Committee, and the Board or Committee approves such contract or

transaction by vote sufficient for such purpose without counting the vote or votes of such interested Director or Directors; or

(2) If such common directorship, officership or financial interest is disclosed or known to the Shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the Shareholders;

(3) If the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the Board, a Committee which approves such contract or transaction.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a Committee which approves such contract or transaction.

ARTICLE IX

Long Term Employment Contract

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Charter or by-law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE X

Director Reliance on Corporate Records

A Director shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of

the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of ample value.

ARTICLE XI

Initial Registered Office and Registered Agent

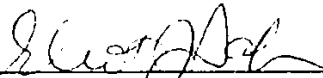
The address of the initial registered agent of this Corporation is 3974 Woodcock Drive, Suite 100, Jacksonville, FL 32207. The name of the initial registered agent of this Corporation of that address is Eliot J. Safer.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Each Amendment shall be approved by the Board of Directors and proposed by them to the Shareholders, and approved at a Shareholder's meeting unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation are made. All rights conferred on Shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truths of the facts herein stated, this 27th day of August, 1997.


Eliot J. Safer

ACKNOWLEDGEMENT OF REGISTERED AGENT

Said Registered Agent named in ARTICLE XI hereof, has executed the following acknowledgement accepting said office and agreeing to comply with the provision of Chapter 49.091, Florida Statutes:

I, Eliot J. Safer, having been named to accept service of process for the above stated Corporation, at the place designated in ARTICLE XI hereof, hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


Registered Agent

FILED
JUL 27 1997
CLERK OF CIRCUIT COURT
STATE OF FLORIDA
JUL 27 1997
PM 3:05

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared Eliot J. Safer, to me well known and known to be the person described in and who executed the foregoing Articles of

Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Jacksonville, County and State aforesaid, this 12th day of August, 1997.

Susan Dennison

Notary Public, State of Florida
My Commission Expires:



SUSAN DENNISON
My Commission CC435155
Expires Jan. 29, 1999
Bonded by HAI
800-422-1555