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GARDNER AND TEPPER

A Partnership of
Professional Associations

Robert M. Gardner, P.A.

Frank J. Pepper
Of Counsel

Scott C. Pepper, P.A.

August 18, 1997

Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, FL 32314

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RE: Wrightway Aviation, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation, By-Laws, and Certificate Designating Place of Business of Service of Process of Wrightway Aviation, Inc., as well as a check in the amount of \$122.50.

Please file the documents and return a certified copy to me at the below address.

Please do not hesitate to call if you have any questions or need additional information.

Sincerely,


Scott C. Pepper

SCT/tt

enclosures

cc: Virgil Lynch
Doris Lynch
Shoshana Resnick

Dmc
8/21/97

FILED
97 AUG 20 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
WRIGHTWAY AVIATION, INC.

97 AUG 20 AM 11:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is Wrightway Aviation, Inc..

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is to practice is to engage in the business of aircraft purchase and sale, aircraft repair and flight instruction.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one hundred thousand(100,000) shares of common stock with a par value of Ten and No/100ths (\$10.00) Dollars per share.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX
REGISTERED OFFICE AND AGENT AND PRINCIPAL ADDRESS

The street address of the initial registered office and principal address of the corporation is 1585 Aviation Center Parkway, Suite 606, Daytona Beach, Florida 32144, and the name of the initial registered agent at said address is Virgil E. Lynch.

ARTICLE SEVEN
DIRECTORS


The initial board of directors of the corporation shall consist of three (3) member(s). The name and address of the initial directors are: Virgil E. Lynch, 1509 Harbor Drive, Marathon, FL 33050; Doris A. Lynch, 1509 Harbor Drive, Marathon, FL

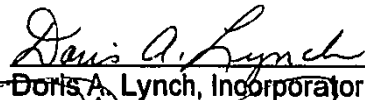
33050; and Shoshana Resnick, 4606 Grand Ave., DeLeon Springs, Florida 32130.

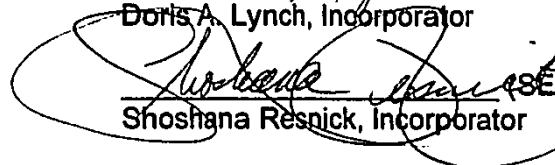
ARTICLE EIGHT
INCORPORATORS

The name and address of the incorporators are: Virgil E. Lynch, 1509 Harbor Drive, Marathon, FL 33050; Doris A. Lynch, 1509 Harbor Drive, Marathon, FL 33050; and Shoshana Resnick, 4606 Grand Ave., DeLeon Springs, Florida 32130.

IN WITNESS WHEREOF, I have subscribed my name this 15th day of August, 1997.

 (SEAL)
Virgil E. Lynch, Incorporator

 (SEAL)
Doris A. Lynch, Incorporator

 (SEAL)
Shoshana Resnick, Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared , Virgil E. Lynch, Doris A. Lynch and Shoshana Resnick known to me to be the persons who subscribed the foregoing Articles of Incorporation and acknowledged that they subscribed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15th day of August, 1997.


Notary Public, State of Florida
My Commission Expires:

(SEAL)



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

In compliance with Section 48.091 and Chapter 607, Florida Statutes, the following is submitted:

First, that Wrightway Aviation, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business at 1585 Aviation Center Parkway, Suite 606, Daytona Beach, Florida 32174, has named Virgil E. Lynch, 1585 Aviation Center Parkway, Suite 606, Daytona Beach, Florida 32174, as its agent to accept service of process within Florida.

ACCEPTANCE:

Having been named to accept service of process for the above-stated corporation, 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.


Virgil E. Lynch

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA