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LAW OFFICE OF

O'NEAL & BOOTH, P.A.

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Fort Lauderdale, Florida 33306

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PATRICK O'NEAL, ESQUIRE
L. Byrd Booth, Jr. (1940-83)
John P. Seiler, Of Counsel

Fax 563-4881

August 20, 1997

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

RE: Falcon Helicopters, Inc.

Gentlemen:

Enclosed please find two original Articles of Incorporation, together with a check in the amount of \$122.50 for the filing fee. Please file and return one stamped copy to me in the enclosed envelope.

If you should have any questions please do not hesitate to contact me. Thank you for your cooperation.

Sincerely,



Karen Hiatt
Secretary to PATRICK O'NEAL

PON:kh

enclosure

FILED
DIVISION OF STATE
CORPORATIONS
97 AUG 29 AM 6:45

RP
9-2-97

ARTICLES OF INCORPORATION

OF

Falcon Helicopters, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 29 AM 8:45

ARTICLE I - NAME

The name of this corporation is:

Falcon Helicopters, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized pursuant to Florida Statutes 607 to engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is:

1758 Baywood Way
Sarasota, FL 34231

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors are:

Peter Thelen
1758 Baywood Way
Sarasota, FL 34231

ARTICLE VIII - INCORPORATOR


The name and address of the person signing these Articles is:

Peter Thelen
1758 Baywood Way
Sarasota, FL 34231

ARTICLE IX - AMENDMENT

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

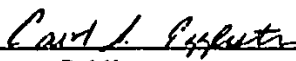
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 day of August, 1997.



Peter Thelen

~~GEORGIA~~
STATE OF FLORIDA }
COUNTY OF CLAYTON

The foregoing instrument was acknowledged before me this 26th day of August, 1997 by **Peter Thelen**, who is personally known to me or who has produced a Florida drivers license as identification and who did take an oath.



Notary Public
Carol I. Eggleston

Print name of Notary

My Commission Expires:

My Commission Expires May 28, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 29 AM 8:45

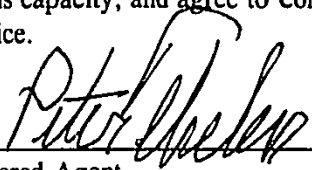
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Falcon Helicopters, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, County of Broward, State of Florida, has named **Peter Thelen**, located at 1758 Baywood Way, Sarasota, FL 34231, County of Sarasota, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at place designated in this Certificate, I 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