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LETTER OF TRANSMITTAL

600002282**7**36--8 -09/02/97--01131--005 ****122.50 ****122.50

DATE: JULY 1,1997

SECRETARY OF STATE DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSEE, FL. 32314

RE: CORNETT AIR , INC.

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION TOGETHER WITH A CHECK IN THE AMOUNT OF 122.50.

THIS REPRESENTS THE COST OF FILING FEES. FIND INCLOSED CERTIFIED COPY OF ARTICLES OF INCORORATION AND FEES FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

VERY TRULY YOURS, TIMOTHY CORNETT

(individual's name)

(ind**ly**idual's name)

OF STATE

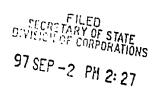
MAILING ADDRESS OF CORPORATION

1129 LAUREL DR.

N. FT. MYERS , FL 33917

PHONE NUMBER

9/4/97



ARTICLES OF INCORPORATIONS

OF

CORNETT AIR INC.

NAME OF CORPORATION

THE UNDERSIGNED SUBSCRIBER (S) TO THESE ARTICLES OF INCORPORATION. NATURAL PERSON (S) COMPETENT TO CONTRACT. HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME THE NAME OF THE CORPORATION IS : CORNETT AIR INC.

ARTICLE II - DURATION
THE CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO FLORIDA LAW.

ARTICLE III - PURPOSE
THE CORPORATION IS ORGANISED FOR THE PURPOSE OF
NG IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDE

ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK
THE CORPORATION IS AUTHORIZED TO ISSUE 100 SHARES
(100) OF COMMON STOCK 100 dollars (100) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGN "COMMON SHARES)."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT TIMOTHY CORNETT
THE PRINCIPAL OFFICE. IF KNOWN, OR THE MAILING ADDRESS OF THE CORPORATION IS: CORNETT AIR INC.

TIMOTHY CORNETT

ADDRESS: 1129 LAUREL DR

N.FT. MYERS , FL. 33917

THIS CORPORATION SHALL HAVE TWO (2) DIRECTORS OR MORE INITIALLY. THE NUMBER OF DIRECTORS MAY EITHER INCREASED OR DIMINISED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND ADDRESS OF THE INITIAL DIRECTORS OF THE CORPORATION ARE AS FOLLOWS:

NAME TIMOTHY CORNETT ADDRESS 1129 LAUREL DR

N FORT MYERS, FL. 33917

NAME BRENDA CORNETT ADDRESS: 1129 LAUREL DR.

N.FT. MYERS, FL 33917

NAME

ARTICLE VII - INCORPORATIONS:

THE NAME AND ADDRESS OF THE INCORPORATORS SIGNING THE ARTICILES OF THE INCORPORATION THIS - FIRST OF JULY, 1997

(SEAL)

TIMOTHY CORNETT 1129 LAUEL DR

PRES

FT.MYERS, FL 33917 Coust -- BRENDA CORNETT

1129 LAUEL DR

TO FT MYERS, FL 33917 TIMOTHY CORNETT

1129 LAUREL DR

N FT. MYERS, FL. 33917

JULY 1 ,1997

STATE OF FLORIDA COUNTY OF LEE

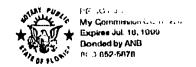
BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE. PERSONALL APPEARED:

TIMOTHY AND BRENDA CORNETT KNOWN TO ME AND KNOWNED TOBE THE PERSON(S) WHO EXCUTED THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT THEY EXCUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL. IN THE STATE AND COUNTY AFORESAID, THIS 1ST.

DAY OF JULY, 1997

WILLIAMS NOTARY



SECRETARY OF STATE DIVISION OF CORPORATIONS

97 SEP -2 PM 2: 27

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTED AGENT

CERTIFICATE OF REGISRERED AGENT
OF

CORNETT AIR , INC.

Name of corporation

PURSUANT TO FLORIDA STATUTES SECTION 48.091 AND 607.0501.

THE FOLLOWING IS SUBMITTED:

CORNETT AIR INC.

THE ABOVE CORPORATION DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA. WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION 1129 LAUREL DR

N FT.MYERS , FL. 33917

TIMOTHY CORNETT

HAS NAMED -----LOCATED AT THE AFORESAID ADDRESS, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

TIMOTHY CORNETT

HAVING BEEN NAMED AS REGISTED AGENT TO ACCEPT SERVICE OF PROCESS FOR TH ABOVE STATED CORPARATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, AND BEING FAMILIAR WITH OBLIGATIONS OF THAT POSITION. I HEREBY ACCEPT TO ACT IN IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW IN KEEPING OPEN SAID OFFICE.

(name of registered agent)