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TRIAL PRACTICE
LIMITED TO
MARITIME ACCIDENTS
ACTIONS IN ADMIRALTY
AUTOMOBILE ACCIDENTS
PERSONAL INJURY
WRONGFUL DEATH

September 4, 1997

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*****70.00 *****70.00

Wanda Sampson, New Filing Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

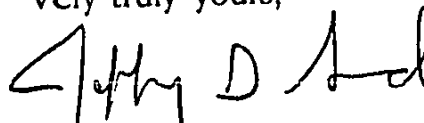
RE: AviAir, Inc.

Dear Wanda:

Pursuant to your instructions, enclosed please find an original and two copies of the Articles of Incorporation for AviAir, Inc. to be filed with the State of Florida along with check no: 3069 made payable to the Division of Corporations in the amount of \$70.00 for this filing. This corporation is to be filed as an "S" Corporation.

Also enclosed is a return Fed-X envelope on my account for return of the filed articles. Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Jeffrey D. Soud

JDS/lag
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -5 AM 10:08

W. Sampson SEP 4 - 1997

ARTICLES OF INCORPORATION
OF
AviAir, Inc.

FILED STATE
SECRETARY OF CORPORATIONS
91 SEP -5 AM 10:08

The undersigned subscriber(s) to these Articles of Incorporation, each a natural person competent to contract, do hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: AviAir, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of the corporation is: Aeronautical.

Any activity or business permitted under the laws of the State of Florida and the United States of America, including, but not limited to the following:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose of transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock option to officers, employees, directors and others as the Board of Directors may deem to be in the interest of the corporation.

To have and exercise all the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this Article shall be construed as both objects and powers. The enumeration of specific powers and purpose is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100. Par value of the stock is \$1.00.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The post office address of the principal office of this corporation in the State of Florida is:

505 North Point Road
St. Augustine, Florida 32095

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors of this corporation are:

1. Jay C. Lawrence
505 North Point Road
St. Augustine, FL 32095

ARTICLE IX. SUBSCRIBERS

The name(s) and post office address(es) of the subscribers(s) of these Articles of Incorporation are:

Jay C. Lawrence
505 North Point Road
St. Augustine, FL 32095

ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The By-Laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such By-Law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to,

participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer or employee from exercising any rights to which he may be entitled under the By-Laws or otherwise.

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII. REGISTERED
OFFICE AND REGISTERED AGENT

The registered office for this corporation is 505 North Point Road, St. Augustine, Florida 32095.

The registered agent of this corporation is: Jay C. Lawrence.

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 7 day of September, 1997.

(seal)

Jay C. Lawrence

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

In pursuance of Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said act:

That Jay C. Lawrence, desiring to organize under the laws of the State of Florida, with its principle office, as indicated in its Articles of Incorporation in the City of St. Augustine County of St. Johns, State of Florida, has named Jay C. Lawrence, located at 505 North Point Road, St. Augustine, Florida 32095, as its registered agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate. I, Jay C. Lawrence, hereby accept to act in this capacity and agree to comply with the provision of the Florida General Corporation Act relative to such.



REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -5 AM 10:08