

**JAMES J. FOSTER**

**ATTORNEY AT LAW**

P.O. Box 66335

MOBILE, AL 36660-1335

\* Also licensed in Florida

Telephone  
(334) 414-9994  
Telecopier  
(334) 414-9746  
Electronic Mail  
jfofsterj@aol.com

P97000078040

September 4, 1997

**RE: Filing of Articles of Incorporation for  
STOL Airlift Concepts, Inc.**

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

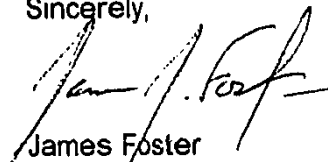
600002286716--6  
-09/08/97--01039--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

To whom it may concern:

Please find enclosed an original and one (1) copy of the articles of incorporation and a check for \$70.00. If you have any questions about this filing please contact me at 1-800-225-4711 Ext. 283.

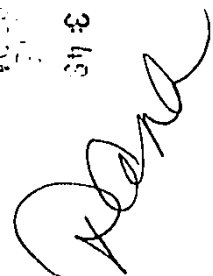
Thank you for your attention to this matter.

Sincerely,

  
James Foster

Enclosures(3)

FILED  
97 SEP -8 PM 3:46  
SEC. OF STATE  
TALLAHASSEE, FL 32314



**ARTICLES OF INCORPORATION  
OF  
STOL AIRLIFT CONCEPTS, INC.**

FILED  
97 SEP -8 PM 3:49  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned, incorporator who is a citizen of the United States and more than 18 years of age, desiring to form a corporation under Chapter 607, Florida Statutes and other applicable laws of the State of Florida, does hereby certify:

**ARTICLE I**

The name of this corporation (which is hereinafter called the "Company") shall be:

**STOL AIRLIFT CONCEPTS, INC.**

The principal office of the Company shall be located at 1096 Old Hwy 98, Suite 704, Destin, Florida, 32541.

**ARTICLE II**

The Company may engage in any lawful business or activity for which a corporation may be organized under the laws of Florida, including any acts or activities incidental to such business.

**ARTICLE III**

The Company shall have perpetual existence, unless sooner dissolved as provided for by the laws of Florida.

#### **ARTICLE IV**

The authorized capital stock of the Company shall be divided into five thousand (5,000) shares with a par value of 0.01 dollars. Such stock shall be of a single class.

#### **ARTICLE V**

The street address of the initial registered office of this Company in the State of Florida is 1096 Old Hwy 98, Suite 704, Destin, Florida 32541. The name of the initial registered agent of the Corporation at the above address is John F. McCormick. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

#### **ARTICLE VI**

Unless otherwise provided by the shareholder agreement, the Board of Directors of the Company shall conduct the affairs of the Company and shall consist of one or more director, the exact number of which shall be from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the Company. The names and addresses of the initial Board of Directors of the Company, who shall hold office until the first annual meeting of stockholders, which shall be held not later than one year from the date of incorporation of the Company, and until their successors have been duly elected and qualified, are as follows:

John F. McCormick  
1096 Old Hwy 98, Suite 704,  
Destin, FL 32541

In addition to the powers and authority herein or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such acts and things as

may be exercised or done by the Company, subject to the provisions of the statutes of Florida, this Certificate of Incorporation, and the Bylaws of the Company; provided, however, that no Bylaws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been adopted.

#### **ARTICLE VII**

The principle office of the Company shall be located at 1096 Old Hwy 98, Suite 704, Destin, Florida 32541, but the Company may establish and maintain its principle office at such other place within and without the State of Florida as may be determined by the Board of Directors.

#### **ARTICLE VIII**

The name and address of the incorporator is:

John F. McCormick  
1096 Old Hwy 98, Suite 704  
Destin, FL 32541

#### **ARTICLE IX**

Meetings of stockholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Company may be kept (subject to any limitations provided by Florida law) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or the Bylaws of the Company.

**ARTICLE X**

The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders are granted subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned incorporator does hereby execute these Articles of Incorporation under the laws of the State of Florida this 29 day of August, 1997.

  
John F. McCormick


STATE OF FLORIDA  
COUNTY OF WALTON

**I HEREBY CERTIFY** that on this day personally appeared before me, the undersigned authority, JOHN F. MCCORMICK, to me personally known or who has produce U.S. Uniform Service as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

**IN WITNESS WHEREOF**, I have set my hand and official seal on this 29 day of AUGUST, 1997.



BARBARA A. TANNER  
COMMISSION # CC 370150  
EXPIRES MAY 5, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Notary Public  
My Commission Expires: 5-5-98  
Commission Number: CC 370150

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 48.091 and 607.0501, the following submitted:

STOL AIRLIFT CONCEPTS, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 1096 Old Hwy 98, Suite 704, Destin, Florida 32541, as its initial Registered Office and has named John F. McCormick located at said address as its initial Registered Agent.

  
John F. McCormick

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

  
John F. McCormick  
Registered Agent

FILED  
97 SEP -8 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA