

P97000080475

WILSON & WILLIAMS, P.A.

ATTORNEYS AT LAW

954 EAST SILVER SPRINGS BOULEVARD
OCALA, FLORIDA 34470

MAILING ADDRESS
POST OFFICE BOX 908
OCALA, FLORIDA 34478-0908

ROBERT D. WILSON
REUBEN S. WILLIAMS, IV

TELEPHONE (352) 629-9747
FACSIMILE (352) 629-5616

September 10, 1997

FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100002290231--5
-09/11/97--01046--012
***122.50 ***122.50

Re: Aircrafters, Inc.

Dear Sir:


Enclosed please find the original and one copy of the Articles of Incorporation and Certificate of Acceptance by Registered Agent of the above-named Florida corporation. Also enclosed is our firm's check in the amount of \$122.50 representing payment for the following:

1. Filing Fee	\$35.00
2. Certified Copy	52.50
3. Registered Agent Designation	35.00

Please file the enclosed documents and return a certified copy thereof to the undersigned in the envelope provided.

Thank you for your assistance in this matter.

Very truly yours,


Robert D. Wilson,
For the Firm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 17 AM 11:32

RDW/drs
Enclosure

2544.
W97-21044

9/17/97

WILSON & WILLIAMS, P.A.

ATTORNEYS AT LAW
954 EAST SILVER SPRINGS BOULEVARD
OCALA, FLORIDA 34470

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REUBEN S. WILLIAMS, IV

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 17 AM 11:32

TELEPHONE (352) 629-9747
FACSIMILE (352) 629-5616

September 15, 1997

COPY VIA FAX
ORIGINAL FEDERAL EXPRESS

Claretha Golden,
Document Specialist
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Aircrafters, Inc.
Reference number W97000021044

Dear Ms. Golden:

This is to confirm your telephone conversation of today with Gary Jones of Aircrafters, Inc. This is to acknowledge, on behalf of Aircrafters, Inc. that the new incorporator and the undersigned are aware that there is an Aircraft, Inc. in existence. This is to confirm our request that Aircrafters, Inc. be incorporated in its present name.

I am forwarding the original Articles of Incorporation by Federal Express along with the original of this letter.

Thank you for your attention to this matter.

Very truly yours,



Robert D. Wilson,
For the firm

RDW/drs
Enclosure

copy: Gary Jones (via fax 407-894-3098)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 17 AM 11:32

September 12, 1997

WILSON & WILLIAMS, P.A.
ATTN: ROBERT D. WILSON
POST OFFICE BOX 908
OCALA, FL 34478-0908

SUBJECT: AIRCRAFTERS, INC.
Ref. Number: W97000021044

We have received your document for AIRCRAFTERS, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 597A00045444

ARTICLES OF INCORPORATION
OF

AIRCRAFTERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 17 AM 11:32

ARTICLE I

1.01 Name and Address. The name and address of the corporation is AIRCRAFTERS, INC., 1013 South Mills Avenue, Orlando, Florida 32806.

ARTICLE II

2.01 Duration. The period of duration of the corporation is perpetual.

ARTICLE III

3.01 Powers. The corporation is organized for the purposes of transacting any and all useful business.

3.02 Authority of Directors. The board, subject to any specific written limitations or restrictions imposed by the law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the corporation without previous authorization or subsequent approval by the shareholders of the corporation.

ARTICLE IV

4.01 Stock Certificates. Certificates of stock shall be signed by the president or the vice president, jointly with the secretary and the seal of the corporation shall be impressed thereon.

4.02 Number of Authorized Shares. The aggregate number of shares that the corporation shall have authority to issue is 100 shares of common stock with par value of \$1.00 per share.

4.03 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into

such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

4.04 Shares Not in Classes. The shares of the corporation are not to be divided into classes.

ARTICLE V

5.01 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE VI

6.01 Bylaws. The power to adopt, alter or repeal bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any bylaw made by them that such bylaws shall not be altered, amended or repealed by the Board.

6.02 Director Conflicts. Any contract or other transaction between the corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the corporation and any corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the corporation that acts upon, or in reference to, the contract or transaction; provided, the interested

party does not vote or participate in the action; that the interest party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

6.03 Indemnification and Related Matters. The corporation shall indemnify any Officer or Director, any former Officer or Director, to the full extent permitted by law.

6.04 Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the bylaws.

6.05 Amendment of Articles of Incorporation. The corporation reserves the right to amend the articles in any manner now or hereafter permitted by the law, as provided by the bylaws.

ARTICLE VII

7.01 Organizing Directors. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is Gary R. Jones, 1013 South Mills Avenue, Orlando, Florida 32806.

ARTICLE VIII

8.01 Registered Agent and Registered Office. The name of the initial Registered Agent of the corporation is Gary R. Jones, 1013 South Mills Avenue, Orlando, Florida 32806, and the address of the Corporation is 1013 South Mills Avenue, Orlando, Florida 32806.

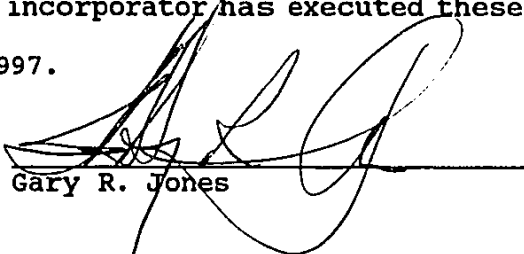
ARTICLE IX

9.01 Incorporator. The name and address of the person signing these Articles is Gary R. Jones, 1013 South Mills Avenue, Orlando, Florida 32806.

ARTICLE X

10.01 Subchapter "S" Corporation. The corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (a) natural persons, (b) estates, or (c) a trust as described in 26 USCS, §1361, as amended January 1, 1983, and as amended in 1988 by PL100-647, defined a qualified "small business corporation". In addition, no stock shall be issued or transferred to a nonresident alien.

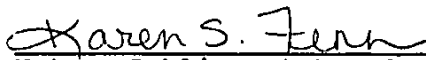
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 9 day of September, 1997.

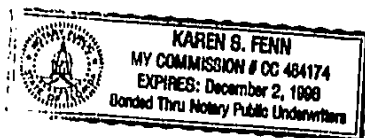

Gary R. Jones

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me this 9th day of September, 1997, by Gary R. Jones who is (a) _____ personally known to me or (b) ✓ produced Florida Drivers License as identification.
J 520-296-56-288-0

Notary stamp or seal


Notary Public, State of Florida



CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Gary R. Jones, whose address is 1013 South Mills Avenue, Orlando, Florida 32806, the initial registered agent named in the Articles of Incorporation to accept service of process for AIRCRAFTERS, INC., a corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated this 9 day of September, 1997



Gary R. Jones

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DIVISION OF CORPORATIONS
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