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September 3, 1997

Florida Division of Corporations
New Filing Section
409 East Gaines Street
Tallahassee, Florida 32399

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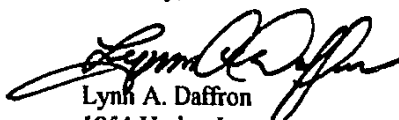
RE: K & L Aviation, Inc.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation, certificate designating Registered Agent/Office and Acceptance along with a check in the amount of \$122.50 in payment of the filing fee.

After filing, please forward a certified copy to my attention at the address indicated below.

Sincerely,



Lynn A. Daffron
1854 Harbor Lane
Naples, Florida 34104

LAD/rpd

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
K & L AVIATION, INC.

ARTICLE I - NAME

The name of this corporation is K & L AVIATION, INC..

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand shares of one dollar (\$1.00) par value common stock which shall be designated as "common shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 1854 Harbor Lane, Naples, Florida 34104 and the name of the initial registered agent of this corporation at that address is Lynn A. Daffron. The street address of the principal office is 1854 Harbor Lane, Naples, Florida 34104 and the mailing address is the same.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by vote of the shareholders, however, there shall never be less than one director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

Lynn A. Daffron
1854 Harbor Lane
Naples, Florida 34104

Keith G. Anderson
3148 54th Lane SW
Naples, Florida 34116

ARTICLE VIII - INCORPORATOR

The name and address of the incorporators signing these Articles of Incorporation is:

Keith G. Anderson
3148 54th Lane SW
Naples, Florida 34116

Lynn A. Daffron
1854 Harbor Lane
Naples, Florida 34104


ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 3rd day of September, 1997.



Keith G. Anderson
Incorporator



Lynn A. Daffron
Incorporator

CERTIFICATE DESIGNATING
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement designating the Registered Agent/Registered Office in the State of Florida.

1. The name of the corporation is: K & L Aviation, Inc.
2. The name and address of the registered agent and registered office is:

Lynn Daffron
1854 Harbor Lane
Naples, Florida 34104

DATED: 9/3, 1997

By: Kirt G. Chabon
Corporate Director

By: Lynn Daffron
Corporate Director

Having been named to accept service of process for the abovestated corporation at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and to act in that capacity, and I further state that I am familiar with, and accept, the obligations provided for in Section 607.0501, Florida Statutes, and to comply with the provisions of all other statutes relative to the proper and complete performance of my duties.

DATED: 9/3, 1997.

By: Lynn Daffron
Lynn A. Daffron

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

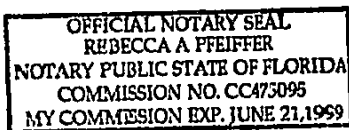
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Keith G. Anderson, known to be and known to me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed those Articles of Incorporation and who produced a valid State of Florida Drivers License as identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 3rd day of September, 1997.

Rebecca A. Pfeiffer
NOTARY PUBLIC, State of Florida

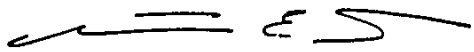
My commission expires:



STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Lynn A. Daffron, known to be and known to me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed those Articles of Incorporation and who produced a valid State of Florida Drivers License as identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 3rd day of September, 1997.



NOTARY PUBLIC, State of Florida
My commission expires:



CHRISTOPHER E MAST
My Commission CC468254
Expires May. 31, 1999
Bonded by HAI
800-422-1555