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JOSEPH L. BOLES, JR.

Attorney at Law

120 Charlotte Street
St. Augustine, Florida 32084

Voice: (904) 824-4278
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September 15, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32031

RE: Protoavis Aero, Inc.

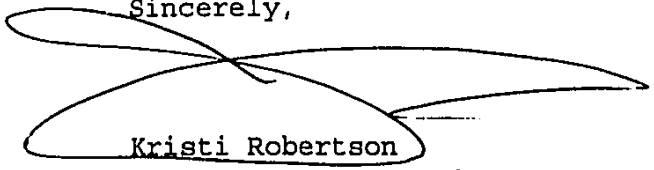
Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida corporation. Additionally, please find enclosed a check in the amount of \$70.00 representing payment of same.

Please file the enclosed Articles of Incorporation and return a copy to our office in the enclosed self-addressed stamped envelope.

Thank you for your courtesies in this matter.

Sincerely,


Kristi Robertson
Assistant to Mr. Boles

/kwr
enclosures
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
PROTOAVIS AERO, INC.**

THE UNDERSIGNED incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is PROTOAVIS AERO, INC.

ARTICLE II

The principal place of business and mailing address of this corporation is 9245 CR 13 North, St. Augustine, Florida 32092.

ARTICLE III

The initial number of shares which this corporation is authorized to have outstanding at any time is 600 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The initial registered office of this corporation shall be 120 Charlotte Street, St. Augustine, FL 32084, and the initial registered agent of the corporation at such shall be JOSEPH L. BOLES, JR., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V

The corporation is to exist perpetually. The corporation shall be able to engage in any and all businesses that are in accordance with any and all State and/or Federal laws

ARTICLE VI

The names and street addresses of the incorporators to these Articles of Incorporation are:

CHARLES E. WEST, JR.

**9245 CR 13 NORTH
ST. AUGUSTINE, FL 32092**


LYNN F. WEST


**9245 CR 13 NORTH
ST. AUGUSTINE, FL 32092**

DANIEL R. CURRAN

**12065 CRANEFOOT DRIVE
JACKSONVILLE, FL 32223**

The undersigned have executed these Articles of Incorporation this 11-15 day of SEPTEMBER, 1997.


CHARLES E. WEST, JR.
TITLE: PRESIDENT

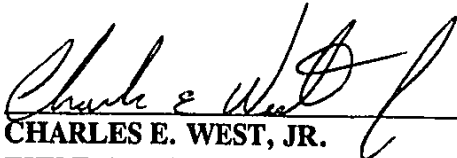

LYNN F. WEST
TITLE: TREASURER

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TALLAHASSEE, FL

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.05-1, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
PROTOAVIS AERO, INC.
2. The name and address of the registered agent and office is:
JOSEPH L. BOLES, JR.
120 Charlotte Street
St. Augustine, FL 32084


CHARLES E. WEST, JR.


TITLE: PRESIDENT

Date: September 11, 1997


DANIEL R. CURRAN

TITLE: VICE PRESIDENT/SECRETARY

Date: September 11, 1997


LYNN F. WEST

TITLE: TREASURER

Date: September 11, 1997

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PROTOAVIS AERO, INC., at the place designated in the Articles of Incorporation, **JOSEPH L. BOLES, JR.** agrees to comply with the provisions of Section 48.091, relative to keeping open such office.


JOSEPH L. BOLES, JR.

Date: September 15, 1997

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