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Via Hand Delivery

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32314

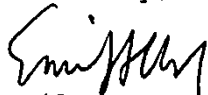
Re: Flightline Gainesville, Inc.

Dear Sir or Madam:

Enclosed for filing with your office are the Articles of Incorporation for the above-referenced corporation, along with our check for \$70.00 to cover the filing fee.

If you have any questions or if any additional information is required, please do not hesitate to give me a call. Your assistance in this matter is appreciated.

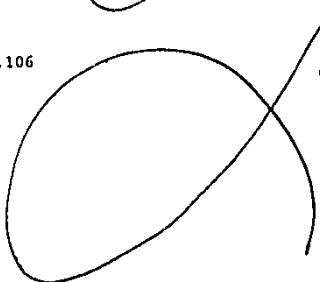
Sincerely,


Emily S. Waugh

ESW:gd
Enclosure

Call When Ready

esw\letter\sos.106

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FILED

**ARTICLES OF INCORPORATION
OF
FLIGHTLINE GAINESVILLE, INC.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida, effective October 1, 1997.

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STATE OF FLORIDA
TALLAHASSEE

**ARTICLE I.
Name and Principal Office**

The name of this Corporation shall be **FLIGHTLINE GAINESVILLE, INC.** The principal place of business and mailing address of this Corporation is Tallahassee Regional Airport, 3256 Capital Circle, S. W., Tallahassee, Florida 32310.

**ARTICLE II.
Nature of Business**

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III.
Stock**

The corporation shall have authority, exercisable by its Board of Directors, to issue up to 7,500 shares of common stock ("Common Stock") with a par value of \$1.00 per share.

**ARTICLE IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.
Incorporator**

The name and street address of the Incorporator of this Corporation is:
C. Daniel Langston 3256 Capital Circle, S. W., Tallahassee, Florida 32310

**ARTICLE VI.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 3256 Capital Circle, S. W., Tallahassee, Florida 32310. The name of the initial Registered Agent of the Corporation at the above address shall be C. Daniel Langston. 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 VIII.
Number of Directors**

This Corporation shall have seven Directors.

**ARTICLE IX.
Initial Board of Directors**

The initial Board of Directors shall consist of the following six persons plus one person to be elected by the shareholders. The names and street addresses of six members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

Paul M. Langston
C. Daniel Langston
Carmen Langston
Dennis O. Boyle
A. Lawton Langford
George R. Langford

3256 Capital Circle, S.W., Tallahassee, Florida 32310
3256 Capital Circle, S.W., Tallahassee, Florida 32310
4533 Andrew Jackson Way, Tallahassee, Florida 32303
3110 Capital Circle, N.E., Tallahassee, Florida 32308
Post Office Box 2235, Tallahassee, Florida 32316
837 Lake Ridge Drive, Tallahassee, Florida 32312

ARTICLE X. Officers

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President	Paul M. Langston, 3256 Capital Circle, S. W., Tallahassee, Florida 32310
V.P./Asst. Sec./ Asst. Treas.	C. Daniel Langston, 3256 Capital Circle, S.W., Tallahassee, Florida 32310
Secretary/Treasurer	Carmen Langston, 4533 Andrew Jackson Way, Tallahassee, Florida 32303

ARTICLE XI. Transactions In Which Directors Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such director or directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII.

Financial Information

The Corporation shall be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders on at least a quarterly basis. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

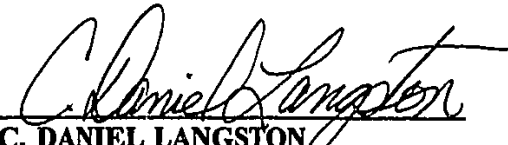
ARTICLE XIII.

Amendment

These Articles of Incorporation may be amended only by: (a) the affirmative vote of the holders of 75% of the issued and outstanding shares of the Corporation's capital stock or (b) as

otherwise allowed by law. All rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporators to the foregoing Articles of Incorporation, have executed these Articles of Incorporation as of October 1, 1997.

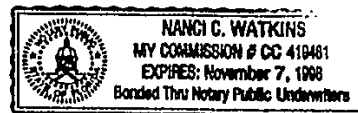

C. DANIEL LANGSTON
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this th25 day of September, 1997, by C. Daniel Langston, who is personally known to me and who did not take an oath.


Signature of Notary Public

Notary Seal/Stamp:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

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

Flightline Gainesville, Inc., desiring to organize as a corporation under the laws of the state of Florida, has designated 3256 Capital Circle, S. W., Tallahassee, Florida 32310, as its initial registered office and has named C. Daniel Langston, located at said address, as its initial Registered Agent effective October 1, 1997.


C. DANIEL LANGSTON
Incorporator
Dated as of October 1, 1997

Having been named Registered Agent and to accept service of process for Flightline Gainesville, Inc., at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity effective October 1, 1997. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.


C. DANIEL LANGSTON
Registered Agent
Dated as of October 1, 1997

FILED
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TALLAHASSEE
FLORIDA