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FILED
OCT 10 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE, FL 32314

SUBJECT: MOTEL AIR INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR 122.50

FROM: KEITH L. GELB
DARTMOOR LN
PENSACOLA, FL 32514
1-850-478-8858

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-10/10/97-01041--015
****122.50 ****122.50

F. CHESNEY OCT 13 1997

ARTICLE OF INCORPORATION

OF

MOTEL AIR INC.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

MOTEL AIR INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

502 DARTMOOR LN.

PENSACOLA, FL 32514

ARTICLE III SHARES

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

ONE HUNDRED (100) SHARES

ARTICLE IV REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

KEITH L. GELB

502 DARTMOOR LN.

PENSACOLA, FL 32514

ARTICLE V INCORPORATORS

THE NAME AND STREET ADDRESS OF THE INCORPORATORS TO THESE

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ARTICLES OF INCORPORATION IS:

KEITH L. GELB - PRESIDENT

502 DARTMOOR LN.

PENSACOLA, FL 32514

GARLAND R. WALL - VICE PRESIDENT

1600 MAUNA KEA CT.

GULF BREEZE, FL 32561

HE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF
INCORPORATION THIS 8TH DAY OF OCTOBER, 1997.

A handwritten signature in cursive script, appearing to read "Keith L. Gelb", is written over a horizontal line.

KEITH L. GELB

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS MOTEL AIR INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS

KEITH L. GELB

502 DARTMOOR LN.

PENSACOLA, FL 32514

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Keith L. Gelb
KEITH L. GELB

DATE 10/8/97