

LYNN & HANSON, P.A.

ATTORNEYS AT LAW  
48 N.E. 15TH STREET  
SECOND FLOOR  
HOMESTEAD, FLORIDA 33030

TELEPHONE (305) 246-1600  
FACSIMILE (305) 248-3098

JOHN M. LYNN  
CARL HANSON

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 DEC -5 AM 8:10

OF COUNSEL:  
PROENZA, ROBERTS AND HURST, P.A.  
GROVE PLAZA  
2900 MIDDLE STREET  
MIAMI, FLORIDA 33133

P97000102786

November 24, 1997

Secretary of State  
Corporations Division  
State of Florida  
The Capitol  
Tallahassee, FL 32304

300002357963--1  
-12/08/97-01046-029  
Via Federal Express  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Keys Aviation, Inc.

300002357963--1  
-11/26/97-01077-001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for KEYS AVIATION, INC., together with my check (#8452) in the amount of \$87.50 to cover the cost of filing, computed as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
<b>TOTAL</b>	<b>\$ 87.50</b>

Should you have any questions regarding this matter, please do not hesitate to contact my office.

Sincerely,

  
CARL HANSON

CH/gp  
encs.

RP  
12-08-97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 1, 1997

LYNN & HANSON, P.A.  
48 N.E. 15TH STREET  
SECOND FLOOR  
HOMESTEAD, FL 33030

SUBJECT: KEYS AVIATION, INC.  
Ref. Number: W97000026776

We have received your document for KEYS AVIATION, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00.

The additional \$35 is the fee for filing a Designation of Registered Agent.

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) 487-6929.

Randall Purinton  
Document Specialist

Letter Number: 197A00056705

ARTICLES OF INCORPORATION

FOR

KEYS AVIATION, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I  
NAME

The name of the corporation is: KEYS AVIATION, INC.

ARTICLE II  
DURATION

The period of duration of the corporation is perpetual.

ARTICLE III  
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United State and Florida.

ARTICLE IV  
CAPITAL STOCK

The corporation shall have authority to issue 7500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The address of its initial registered office is: 48 N.E. 15th Street, Homestead, Florida 33030, and its initial registered agent at said address is: Carl Hanson

ARTICLE VI  
MAILING ADDRESS

The mailing address of the corporation is: 100 Anchor Drive #427, Key Largo, Florida 33037.

ARTICLE VII  
BOARD OF DIRECTORS

The number of directors constituting its initial board of directors shall be one whose name and address is:

Robert S. Schwartz

100 Anchor Drive #427  
Key Largo, Florida 33037

ARTICLE VIII  
INCORPORATORS

The name and address of the person signing these Articles is:  
Carl Hanson, 48 N.E. 15th Street, Homestead, Florida 33030

ARTICLE IX  
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already hold, 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 X  
BY-LAWS

The power to adopt, alter, amend or repeal these Articles of Incorporation or By-Laws shall be vested in the Board of Directors and/or the Shareholders.

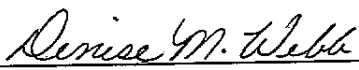
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of November, 1997.

  
\_\_\_\_\_  
CARL HANSON

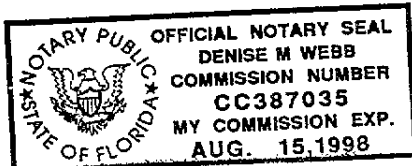
STATE OF FLORIDA     )  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this 24th day of November, 1997, personally appeared: Carl Hanson, who is personally known to me or who has produced a copy of his State Driver's License as identification and who did take an oath, as being the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same of his own free will.

My Commission Number:  
My Commission Expires:

  
\_\_\_\_\_  
NOTARY PUBLIC-STATE OF FLORIDA  
Denise M. Webb

Printed Name of Notary Public:



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

DEC -5 AM 8:11

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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 in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: KEYS AVIATION, INC..
2. The address of the corporation is: 100 Anchor Drive #427, Key Largo, Florida 33037.
3. The name and address of the registered agent and office is:  
Carl Hanson, 48 N.E. 15th Street, Homestead, Florida 33030.

Signature: \_\_\_\_\_

CARL HANSON

Title: \_\_\_\_\_

Registered Agent

Date: \_\_\_\_\_

Nov. 24, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

Signature: \_\_\_\_\_

CARL HANSON, Registered Agent

Date: \_\_\_\_\_

Nov. 24, 1997