



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 636468 107793A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : December 15, 1997

ORDER TIME : 8:33 AM

ORDER NO. : 636468-005

CUSTOMER NO: 107793A

200002372892--4

CUSTOMER: Aaron R. Cohen, Esq
PINKSTON AND COHEN, P.A.

P. O. Box 4608

Jacksonville, FL 32201

DOMESTIC FILING

NAME: AIRDAN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
CORPORATIONS
97 DEC 16 AM 11:29

RECEIVED
97 DEC 16 AM 10:05
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
AIRDAN, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 16 AM 11:29

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of this corporation is Airdan, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1000) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall have perpetual existence, and its corporate existence shall begin upon filing.

ARTICLE V. PRINCIPAL CORPORATE ADDRESS

The Board of Directors may from time to time move the principal office to any other address in Florida.

The initial address of the principal office of this corporation in the State of Florida is:

1654 Stickney Point Road, Unit #102
Sarasota, FL 34231

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Aaron R. Cohen
507 SE 5th Avenue
Melrose, Florida 32666

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS.

The names of the initial directors of this corporation and their street addresses are:

Richard Cohen
1654 Stickney Point Road, Unit #102
Sarasota, FL 34231

Robin Cohen
1654 Stickney Point Road, Unit #102
Sarasota, FL 34231

The persons named as initial directors shall hold office for the first year of existence of this corporation or until successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Aaron R. Cohen
507 SE 5th Avenue
Melrose, FL 32666

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such

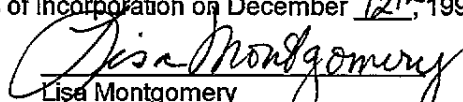

persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 12th day of December, 1997.


AARON R. COHEN

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a notary public, personally appeared Aaron R. Cohen, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he subscribed to these Articles of Incorporation on December 12th, 1997.


Lisa Montgomery
Notary Public, State of Florida
My Commission expires May 11, 1998
 Lisa Montgomery
MY COMMISSION # CC531505 EXPIRES
May 11, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

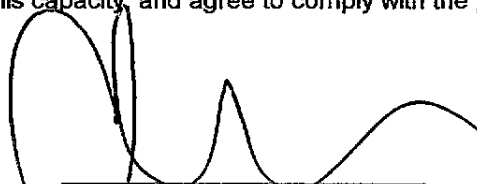
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST—That Airdan, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation at the City of Sarasota, County of Hillsborough, State of Florida, has named Aaron R. Cohen, located at 507 SE 5th Avenue, Melrose, Florida, 32666, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



AARON R. COHEN
Registered Agent

FILED
SECRETARY OF STATE
IN THE OFFICE OF CORPORATIONS
97 DEC 16 AM 11:29