CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Art of Inc. File_

L.C. File___

Merger File_

LTD Partnership File_ Foreign Corp. File____

Fictitious Name File
Trade/Service Mark

Art. of Amend. File_

Dissolution / Withdrawal

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R R C R	98 JAN 15	IVISION OF CORPORATION

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				Photo Copy	
				Certificate of Good Standing	
				Certificate of Status	-
				Certificate of Fictitious Name	
				Corp Record Search	_
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98 JAN 15 PM 12: 51

DELAND AIRCRAFT LEASING, INC.

ARTICLE I - NAME

The name of this corporation shall be DELAND AIRCRAFT LEASING, INC., and the address of the principal office of the corporation is 133 East Indiana Avenue, DeLand, Florida 32724.

ARTICLE II - DURATION

The term of existence of this corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of owning and leasing for hire a single engine airplane and conducting all activities reasonably necessary thereto.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock, each share with a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation will be 133 East Indiana Avenue, DeLand, Florida 32724, and the name of the initial registered agent at that office is George S. Smith, III.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have five directors initially. The number of directors may be either increased or decreased from time to time by the By-laws. The initial directors shall be George S. Smith, III, 133 East Indiana Avenue, DeLand, Florida 32724; James Barkhau, 33349 E. Lake Joanna Drive, Eustis, Florida 32726; Gerald Manley, P. O. Box 1587, Umatilla, Florida 32784; Charles Presley, 955 Flight Line Boulevard, DeLand, Florida 32724; and Charles L. Early, Jr., 112 North Florida Avenue, DeLand, Florida 32720.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is George S. Smith, III, 133 East Indiana Avenue, DeLand, Florida 32724.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this day of January, 1998.

STATE OF FLORIDA COUNTY OF VOLUSIA

BEFORE ME this day personally appeared GEORGE S. SMITH, III, to me known to be the person described in and who executed the foregoing instrument, (__) who has produced driver's license for identification, and he acknowledged before me that he executed the same and (__) did (__/ did not take an oath.

WITNESS my hand and official seal this 844 day of January, 1998.

(printed name)

Notary Public, State of Florida My Commission Expires:

CHARLES L. EARL, JR. COMMISSION # CC 351286 EXPIRES MAR 10, 1998 BONDED THRU ATLANTIC BONDING CO., INC.

ACCEPTANCE OF REGISTERED AGENT

GEORGE S. SMITH, III, being first duly sworn, deposes and says:

That he accepts the designation as registered agent of DELAND AIRCRAFT LEASING, INC., as set forth in Article V of the Articles of Incorporation, and the street address of the initial registered agent is 133 East Indiana Avenue, DeLand, Florida 32724.

STATE OF FLORIDA COUNTY OF VOLUSIA

BEFORE ME this day personally appeared GEORGE S. SMITH, III, to me known to be the person described in and who executed the foregoing instrument, (__) who has produced driver's license for identification, and he acknowledged before me that he executed the same and (__) did (__) did not take an oath.

WITNESS my hand and official seal this 8H4 day of January, 1998.

(printed name) Notary Public, State of Florida

My Commission Expires:

CHARLES L. EARL., JR. COMMISSION # CC 3:01285 EXPIRES MAR 10, 1998 BONDED THRU ATLANTIC BONDING CO., INC.