

P 98000010369

LAQUIDARA, EDWARDS, COHEN & JACOBS, P.A.

ATTORNEYS & COUNSELORS AT LAW

THE GREENLEAF BUILDING, TWELFTH FLOOR  
200 NORTH LAURA STREET  
JACKSONVILLE, FLORIDA 32202

TELEPHONE (904) 633-7979  
FACSIMILE (904) 633-9026

January 29, 1998

EFFECTIVE DATE  
1-29-98

FILED  
98 JAN 30 PM 3:59  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

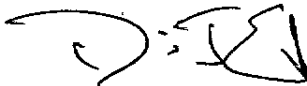
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation of Phoenix East Aviation USA, Inc.

Dear Sir or Madam:

Please file the above referenced Articles of Incorporation. I have enclosed a check in the amount of \$122.50 to pay the filing fee. If you have any questions, please do not hesitate to call me. Thank you.

Sincerely,



David J. Edwards

000002416990--6  
-01/30/98--01037--018  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosure

cc: Spence Edwards (w/o enc.)

2-2-98  
AM

EFFECTIVE DATE  
1-29-98

FILED  
98 JAN 30 PM 3:59  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**PHOENIX EAST AVIATION USA, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**ARTICLE I**  
**Name**

Section 1.1. Name. The name of the corporation is Phoenix East Aviation USA, Inc.

**ARTICLE II**  
**Duration**

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**  
**Purposes**

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**  
**Capital Stock**

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares having a par value of \$.01 per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

**ARTICLE V**  
**Initial Registered Office, Principal Office and Agent**

Section 5.1. Principal Office. The street address of the principal place of business of this corporation is:

561 Pearl Harbor Drive, Daytona Beach, Florida 32114.

Section 5.2. Registered Agent. The street address of the initial registered office of this corporation is:

200 N. Laura Street, 12th Floor, Jacksonville, Florida 32202,

and the name of the initial registered agent of this corporation at that address is: David J. Edwards.

**ARTICLE VI**  
**Directors**

Section 6.1. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Directors. The name and street address of the initial members of the first board of directors of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Spence J. Edwards	561 Pearl Harbor Drive, Daytona Beach, Florida 32114
Nino C. Ciancetta	561 Pearl Harbor Drive, Daytona Beach, Florida 32114
Frederick A. DeWitt	561 Pearl Harbor Drive, Daytona Beach, Florida 32114

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## **ARTICLE VII**

### **Bylaws**

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

## **ARTICLE VIII**

### **Incorporator**

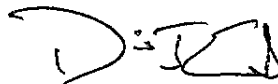
Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is: David J. Edwards, 200 N. Laura Street, 12th Floor, Jacksonville, Florida 32202.

## **ARTICLE IX**

### **Amendment**

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation; and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 29th day of January, 1998.



David J. Edwards

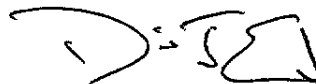
REGISTERED AGENT CERTIFICATE

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 Phoenix East Aviation USA, Inc.
2. The name and address of the registered agent and office is:

David J. Edwards  
200 North Laura Street, Suite 1200  
Jacksonville, Florida 32202

*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 obligations of my position as registered agent.*



David J. Edwards

Dated: January 29, 1998

(Art-Incp.PEA)

**FILED**  
**98 JAN 30 PM 3:59**  
**DIVISION OF CORPORATIONS**  
**TALLAHASSEE, FLORIDA**