

June 4, 1997

Divisions of Corporations
D.W. McKinnon, Division Director
P.O. Box 6327
Tallahassee, FL 32399

FILED
98 FEB -2 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Incorporation of New Business

P98000010736

Dear Sirs:

Enclosed are (1) articles of incorporation, (2) Certificate designating place of business, and (3) check in payment of incorporation fees as follows:

\$ 35.00 - Filing Fee - Profit Corporation
52.50 - Charter Tax (Minimum)
35.00 - Certificate Designating Registered Agent
\$122.50 Total Check

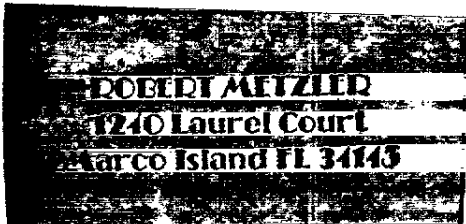
Please return the certified copy of these articles of incorporation to our office.

Sincerely,



Robert Metzler
President
Gulf Breeze Aviation Inc.

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****122.50 ****122.50



QW 2-3-98

ARTICLES OF INCORPORATION
OF
GULF BREEZE AVIATION, INC.

The undersigned subscriber to these Articles of Incorporation, Robert Metzler, being a natural person competent to contract, hereby acknowledges and files these ARTICLES OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation is **GULF BREEZE AVIATION, INC.** The principal office and mailing address of the corporation is 991 N. Barfield, Suite 201, Marco Island, Florida 34145.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these articles with the Florida Secretary of State.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of \$1.00 par value stock, which shall be designated "common shares." The stock of the Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all regulations issued thereunder. Such actions as are necessary will be taken by the officers of this Corporation in order to qualify under Section 1244. This Corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue

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Code.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 991 N. Barfield, Suite 201, Marco Island, Florida 34145, and the name of the initial registered agent of the Corporation at that address is Robert Metzler. The Directors of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

ARTICLE VI

DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for the term provided in the By-Laws or until their successors have been duly elected and qualified.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The following shall constitute the initial Board of Directors of this Corporation:

Robert Metzler
~~991 N. Barfield~~ 1240 LAUREL LT.
~~Suite 201~~
Marco Island, Florida 34145

ARTICLE VIII

INCORPORATORS

The name and address of the person signing these Articles is:

Robert Metzler
~~991 N. Barfield~~ 1240 LAUREL LT
~~Suite 201~~
Marco Island, Florida 34145

ARTICLE IX

BY-LAWS

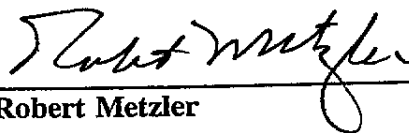
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders in the manner provided by the laws of the State of Florida.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

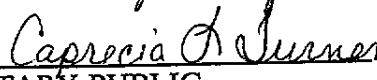
IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation this 25 day of JANUARY, 1998.


Robert Metzler

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Robert Metzler, known to me and known by me to the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16th day of January, 1997.


NOTARY PUBLIC
State of Florida at Large

(SEAL)

My commission expires:



Capricia L. Turner
MY COMMISSION # 197512 EXPIRES
SEPTEMBER 17, 1999
BONDED BY FARM INSURANCE, INC.

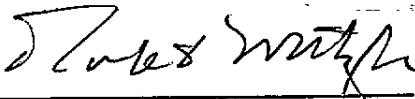
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

That **GULF BREEZE AVIATION, INC.**, desiring to organize under the laws of the
State of Florida with its principal office, as indicated in the Articles of Incorporation in the
County Collier, State of Florida, has named Robert Metzler located at ^{1240 LAUREL CT.} ~~991 N. Barfield, Suite~~
~~201~~, Marco Island, Florida 34145, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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


Robert Metzler

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