

GREGORY S. FLANAGAN, P.A.
ATTORNEY AT LAW

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SUITE 200
OCALA, FLORIDA 34470-6632

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P98000016144

February 19, 1998
Secretary of State
Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation and Certificate Designating the Agent of the above named corporation.

Also enclosed is a check in the amount of \$77.50 for the your fee, the agent certificate and for a certificate under seal.

Truly yours,

L.J. Guest
Legal Assistant

900002433939--3
-02/18/98-01043-001
*****77.50 *****77.50

Encls.

L.J. GAVE
AUTHORIZATION BY PHONE TO
CORRECT art. 5
DATE 2/19/98
DOC. EXAM. TJM

FILED
98 FEB 18 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TJM-2/19/98

ARTICLES OF INCORPORATION
OF
SUNLINER AERO CLUB, INC.

ARTICLE I - Name

The name of the corporation is SUNLINER AERO CLUB, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 600 shares of \$ 1.00 par value common stock.

ARTICLE V - Initial Registered Office and Agent

The street address and the mailing address of the corporation's principal office as well as that of the initial registered office of this corporation is the same: 230 Northeast 25th Ave., Ste 200, Ocala, FL. The name of the corporation's initial Registered Agent is GREGORY S. FLANAGAN whose registered office address is: 230 Northeast 25th Avenue Suite 200, Ocala, Florida 34470.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Joe Edward Hill
2760 SE Laurel Run Drive
Ocala, FL 34471

ARTICLE VII - Incorporator

Gregory S. Flanagan
230 Northeast 25th Avenue Suite 200
Ocala, FL 34470

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TALLAHASSEE, FLORIDA

ARTICLE III - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of February, 1998.



Gregory S. Flanagan

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared, GREGORY S. FLANAGAN, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the state and county aforesaid this 13 day of February, 1998.



Notary Public



Geraldine G. Walsh
MY COMMISSION # CC665879 EXPIRES
July 27, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

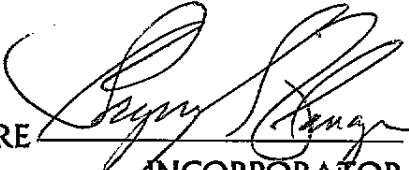
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: SUNLINER AERO CLUB, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF OCALA, STATE OF FLORIDA, HAS NAMED Gregory S. Flanagan, LOCATED AT 230 Northeast 25th Avenue Suite 200, CITY OF OCALA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITH FLORIDA.

SIGNATURE


INCORPORATOR

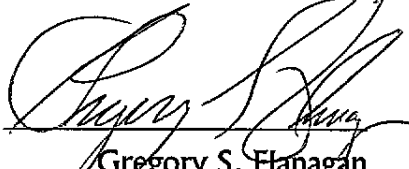
TITLE

DATE

2-13-98

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.

SIGNATURE


Gregory S. Flanagan

DATE

2-13-98

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98 FEB 18 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA