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R. PATRICK PHILLIPS

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R. PATRICK PHILLIPS

200 N. THORNTON AVENUE

ORLANDO, FL 32801-2164

April 2, 1998

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32301

400002479924--5
-04/06/98--01074--019
***122.50 ***122.50

Re: Pro-Flight, Inc.

Dear Madam/Sir:

Enclosed herewith please find the following relative to the filing of the above-referenced corporation:

1. Original and one copy of Articles of Incorporation
2. Check in the sum of \$122.50, to cover the following:

A. Filing Fees	35.00
B. Certified Copy	52.50
C. Registered Agent Designation	35.00
	<u>\$122.50</u>

Thank you for your help in this matter.

Very truly yours,

R. Patrick Phillips

R. Patrick Phillips

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RPP\dwn
Enclosure

4-8-98
WS

ARTICLES OF INCORPORATION

OF

PRO-FLIGHT, INC.

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SECRETARY OF CORPORATIONS
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ARTICLE I - PRO-FLIGHT, INC.

The name of this corporation is PRO-FLIGHT, INC.

ARTICLE II - PURPOSES

This corporation is organized for the purpose of transacting any or all lawful business pursuant to the provisions of Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 7,000 shares all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV - PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 6930 Venture Circle, Orlando, Florida 32807. The mailing address of the corporation is the same.

ARTICLE V - DURATION

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 200 North Thornton Avenue, Orlando, Florida 32801 and the name of its initial registered agent at such address is R. Patrick Phillips, Esquire.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one 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 address of the initial Director of this corporation is:

Richard M. Calledare
6930 Venture Circle
Orlando, Florida 32807

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these ARTICLES OF INCORPORATION is:

Richard M. Calledare
6930 Venture Circle
Orlando, Florida 32807

IN WITNESS WHEREOF, the undersigned subscriber has
executed these ARTICLES OF INCORPORATION this 2nd day of
April, 1998.


Richard M. Calledare

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgements
in the State and County set forth above, personally known to me
appeared Richard M. Calledare, known by me to be the person who
executed the foregoing ARTICLES OF INCORPORATION, and who acknowl-
edged before me that he executed those ARTICLES OF INCORPORATION.

THE FOREGOING INSTRUMENT was acknowledged before me this 2nd
day of April, 1998, by Richard M. Calledare, who is personally
known to me. FL DL# C436-753-62-163-0

WITNESS my hand and official seal in the County and State last
aforesaid this 2nd day of April, 1998.


Deborah W. Nelson
Notary Public-State of Florida



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

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

FIRST: That PRO-FLIGHT, INC. desiring to organize under the laws of the State of Florida, with its principal offices located at 6930 Venture Circle, Orlando, Florida 32807, has named R. PATRICK PHILLIPS, ESQUIRE of 200 North Thornton Avenue, Orlando, Florida 32801 as its agent to accept service of process within this State.

SECOND: Having been named to accept service of process for the above stated corporation, at the 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.



R. PATRICK PHILLIPS, ESQUIRE

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ASSIGNMENT OF INCORPORATOR'S SUBSCRIPTION RIGHTS

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, in consideration of the sum of One Dollar (\$1.00) and for other good and valuable consideration, the receipt of which is hereby acknowledged, have sold, assigned, transferred and set over, and by these presents do sell, assign, transfer, and set over, unto PRO-FLIGHT, INC., all my right, title and interest as incorporators of PRO-FLIGHT, INC., a corporation organized under the laws of the State of Florida, to the extent of all shares of the capital stock of said corporation, and I request said corporation to issue the certificate for said stock to and in the name of said corporation or its nominee.

WITNESS our hands this 2nd day of April, 1998.


RICHARD M. CALLEDARE

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