

TIMOTHY J. McFARLAND, P.A.

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April 20, 1998

TELEPHONE
850-227-3113

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

P 9 8 0000369 27

RE: New Filing

Dear Ladies and Gentlemen:

Please find enclosed for filing the Articles of Incorporation of Airline Flight Support, Inc., along with a check for filing in the amount of \$122.50. Please forward the filed documents back to my attention at your earliest convenience.

Sincerely,



Timothy J. McFarland

FILED
98 APR 22 AM 6:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures:
As Stated

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ARTICLES OF INCORPORATION
OF
AIRLINE FLIGHT SUPPORT, INC.

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98 APR 22 AM 6:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporations Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the Corporation is AIRLINE FLIGHT SUPPORT, INC.

ARTICLE II - GENERAL PURPOSE

The general purpose for which the Corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one-hundred (100) shares of common stock, each share having a par value of One Dollar (\$1.00).

Authorized capital stock may be paid in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL BUSINESS OFFICE

The initial principal office of the above named Corporation shall be in Gulf County, Florida, at the following address:

103 Plantation Drive
Port St. Joe, Florida 32456

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof. Corporate existence shall begin when these Articles are filed with the Department of State.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to a vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this Corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the Corporation entitled to vote on the action and shall be filed by the secretary of the Corporation. This consent shall have the same effect as a unanimous vote at a shareholder's meeting. If all of the directors, severally or collectively, likewise consent in writing or writings evidencing their consent are filed with the secretary of the Corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

ARTICLE XIV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or issuance of any new stock of this Corporation, shall have the right to purchase or acquire his prorata share thereof at the price or upon the condition at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 103 Plantation Drive, Port St. Joe, Florida 32456, and the name of the initial registered agent at that address is Conner Thomas.

ARTICLE VI - DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than three (3), nor more than ten (10).

ARTICLE VII - INITIAL DIRECTORS

The name and address of the initial Director who shall hold office until his successor or successors is elected and has qualified, is:

<u>NAME</u>	<u>ADDRESS</u>
Conner Thomas	103 Plantation Dr., Port St. Joe, FL 32456
Howard Solomon	103 Plantation Dr., Port St. Joe, FL 32456
Charlie Warbelow	Mile Post 197, Toke Hwy, Toke, AK

ARTICLE VIII - INCORPORATORS

The name and street address of the incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Conner Thomas	103 Plantation Dr., Port St. Joe, FL 32456

ARTICLE IX - TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED

In the event that the Corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members or employees, or with any other corporation or association of which one or more of its directors are shareholders, directors, officers, or employees such contract shall not be invalidated or in anyway affected by the fact that such director or directors have or may have interests therein which might be adverse to the interests of the Corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate the Corporation upon such contract or obligation.

PROVIDED, HOWEVER, that in any such case the fact of such interest shall be disclosed to the other directors or shareholders acting upon or in reference to such contract or transaction. No director or directors having disclosed such adverse interests shall be liable to the Corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon. PROVIDED, also that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each director and officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit, or proceedings in which he may be involved or to which he may be made a party be reason of his being or having been a director or officer of the Corporation (said expenses to include attorney's fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in such action, suit, or proceedings to have been derelict in the performance of his duty, as such director or officer. Such right of indemnification shall be exclusive of any other rights to which a director or officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors, and the administrators of any such director or officer.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 10 day of March 1998.

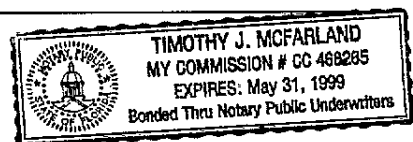

CONNER THOMAS

STATE OF FLORIDA
COUNTY OF GULF

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared CONNER THOMAS, known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and has acknowledged before me that he subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10 day of March 1998.


Notary Public, State of Florida
My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of 607.0501 and 621.13, 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: AIRLINE FLIGHT SUPPORT, INC.
2. The name and address of the registered agent and office is:

Conner Thomas
103 Plantation Drive
Port St. Joe, FL 32456

FILED
98 APR 22 AM 6:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at 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.

By: 
CONNER THOMAS

Date: MARCH 12/1998