

P 98000043607

LAW OFFICES OF
JOHN L. POLK, P. A.

POST OFFICE BOX 1221
PUNTA GORDA, FLORIDA 33951-1221

141 WEST MARION AVENUE
TELEPHONE (941) 639-1606
FAX (941) 639-8704

May 7, 1995

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

400002519354-- 7
-05/12/98--01006--002
****122.50 ****122.50

Re: Upstairs Flight, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation
which I have prepared for the above-referenced corporation.

Also enclosed is my check in the amount of \$122.50 (One
Hundred Twenty Two and 50/100 Dollars).

Should you require any additional information, please
do not hesitate to contact me.

Thank you for your cooperation in this matter.

Sincerely,


John L. Polk

JLP:dma

Enclosures

FILED
98 MAY 12 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
4/25/95

**ARTICLE OF INCORPORATION
OF
UPSTAIRS FLIGHT, INC.**

FILED
98 MAY 12 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be UPSTAIRS FLIGHT, INC.

The principal place of business of this corporation shall be 141 West Marion Avenue, Punta Gorda, Florida.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to engage in ownership and operation of private aircraft and all lawful business for which corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is One hundred (100), all of which shall be common shares with a par value of one dollar (\$1.00) per share.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust described in title 26 United States Code Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE V - PRE-EMPTIVE RIGHTS

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the primary stockholders and then the corporation at the fair market value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent registered or certified mail to the stockholders of the corporation and then to the corporation's principal place of business; and shall remain open for acceptance for a period of thirty (30) days from the date of mailing. If the stockholders and the corporation fail or refuse within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

Upon the death of the stockholder, the aforementioned provisions shall be binding on the heirs, beneficiaries, executor, administrator or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be: 141 West Marion Avenue, Punta Gorda, Florida and the name of the initial registered agent is JOHN L. POLK, ESQUIRE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of two members.

The names and street addresses of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
OWEN YOUNGBLOOD	97 Robina Street Port Charlotte, Florida 33954
JOHN L. POLK	141 West Marion Avenue Punta Gorda, Florida 33950

ARTICLES VI - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	
OWEN YOUNGBLOOD	97 Robina Street Port Charlotte, Florida 33954	President
JOHN L. POLK	141 West Marion Avenue Punta Gorda, Florida 33950	Vice-President Secretary Treasurer

ARTICLE IX - BY LAWS

The power to make, alter, amend, and repeal the Bylaws of the corporation shall be reserved to the stockholders of the corporation.

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

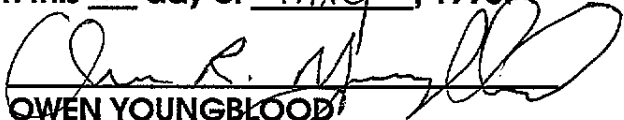
ARTICLE X - INDEMNIFICATION


The corporation shall indemnify any officer or any former officer to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, We have subscribed our names have
executed these Articles of Incorporation on this 7th day of May, 1998.


OWEN YOUNGBLOOD
INCORPORATOR


JOHN L. POLK
INCORPORATOR

STATE OF FLORIDA

COUNTY OF CHARLOTTE

THE FOREGOING INSTRUMENT was acknowledged before me on
this 7th day of May, 1998 by OWEN YOUNGBLOOD and JOHN L. POLK, who are
personally known to me and who did take an oath.

NOTARY PUBLIC

My Commission Expires:

State of Florida-at-Large

Sign: 

Print: Diane M. Audet



Diane M. Audet
MY COMMISSION # CC534279 EXPIRES
June 3, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT AND

PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN FLORIDA,

AND ACCEPTANCE


OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes,
the following is submitted:

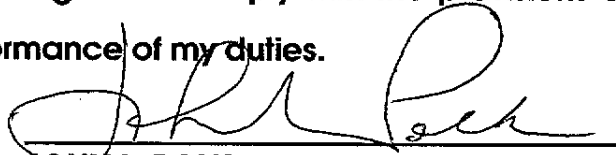
FIRST, that UPSTAIRS FLIGHT, INC., desiring to organize or qualify
under the laws of the State of Florida, with its principal place of business at 141
West Marion Avenue, Punta Gorda, Florida 33950, has named JOHN L. POLK,

ESQUIRE, located at 141 West Marion Avenue, Punta Gorda, Florida 33950, as its agent to accept service of process within Florida.

DATED this 7th day of May, 1998.


OWEN YOUNGBLOOD

HAVING BEEN NAMED to accept service of process for the above-named 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 performance of my duties.


JOHN L. POLK
Registered Agent

STATE OF FLORIDA

COUNTY OF CHARLOTTE

THE FOREGOING INSTRUMENT was acknowledged before me this 7th day of May, 1998, by JOHN L. POLK, who is personally known to me and who did take an oath.

NOTARY PUBLIC

State of Florida-at-Large

My Commission Expires:

Sign: Diane M. Audet

Print: Diane M. Audet



Diane M. Audet
MY COMMISSION # 00534279 EXPIRES
June 3, 2000
PROVIDED THRU TROY FAIR INSURANCE, INC.

FILED
98 MAY 12 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA