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LAW OFFICE OF  
THOMAS W. GARRARD, P. A.  
520 EAST OLYMPIA AVENUE  
PUNTA GORDA, FLORIDA 33950

SANDRA S. MILLICAN  
CERTIFIED LEGAL ASSISTANT

(941) 639-7020  
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May 19, 1998

Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

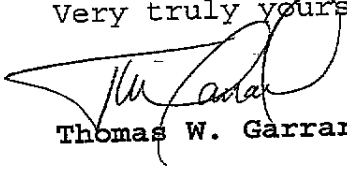
Re: Aeronautical Charter II, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation as well as a check for \$122.50, representing the required filing fee. After processing, please return the certified copy of the Articles of Incorporation in the envelope provided.

If you have any questions or require additional documentation, please feel free to contact me.

Very truly yours,

  
Thomas W. Garrard

TWG:sm

Enclosures

pc: Mr. Rickey Hilton

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FILED  
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DIVISION OF CORPORATIONS  
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Articles of Incorporation  
of  
Aeronautical Charter II, Inc.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned, for the purposes 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 is Aeronautical Charter II, Inc.

Article II  
Purposes

The general purposes for which the corporation is organized are:

- {1} To engage in aircraft charter and air taxi business.
- {2} To engage in or transact any other lawful trade or business.

Article III  
Commencement of Corporate Existence

Pursuant to Section 607.0203 of the Florida General Corporation Act, the existence of this corporation shall commence on the date of filing of these Articles of Incorporation with the Department of State of the State of Florida.

Article IV  
Corporate Stock

The aggregate number of shares which the corporation is authorized to issue is 100 and such shares shall have a par value of \$5.00 per share.

**Article V**  
**Stock Restrictions**

If, at any time, a majority or more of the shareholders of the corporation enter into an agreement between and among themselves and the corporation to restrict transfer of the stock of the corporation, the corporation shall thereafter refuse to recognize any transfer of stock of the corporation unless the same is in conformity with the terms and conditions of the agreement. The preceding sentence shall not apply unless a copy of such agreement is on file in the principal office of the corporation, and unless notice of the existence of such restrictions is noted conspicuously on the face or back of the certificates of stock. For purposes of this paragraph, the term "transfer" includes any sale, assignment or pledge of stock of the corporation.

**Article VI**  
**Registered Agent and Office**

The street address of the initial registered office, principal office and mailing address of the corporation is 7355 Utilities Road, Unit C, Punta Gorda, Florida 33982, and the name of its initial registered agent as such address is Rickey Hilton.

**Article VII**  
**Management of Corporate Affairs**

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under, the direction of the stockholders.

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

Article VIII  
**Incorporators**

The name and address of the initial incorporator is:

Name:

Address:

Rickey Hilton

7355 Utilities Road  
Unit C  
Punta Gorda, FL 33950

Article IX  
**By-laws**

The power to make, alter, amend and rescind the by-laws of the corporation shall be reserved to the stockholders of the corporation.

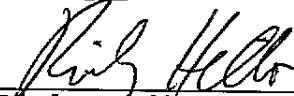
Article X  
**Amendment of Articles of Incorporation**

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

Article XI  
**Indemnification**

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

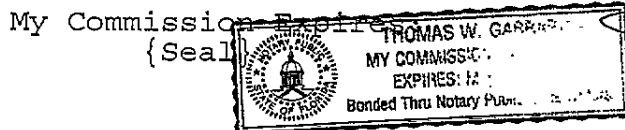
In witness whereof, the undersigned subscriber has executed these Articles of Incorporation this 19th day of May, 1998.

  
\_\_\_\_\_  
Rickey Hilton

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

I hereby certify that on this day, before me, a notary public, duly authorized in the state and county above to take acknowledgements, **Rickey Hilton**, who is personally known to me, who did not take an oath and who is known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed his name to said articles freely and voluntarily for the uses and purposes therein mentioned.

Witness my hand and official seal at Punta Gorda, Charlotte County, Florida, this 19th day of May, 1998.



*Thomas W. Garrard*  
Notary Public  
Print

Acceptance of Registered Agent

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 the Florida General Corporations Act relative to keeping open said office.

*Rickey Hilton*  
Rickey Hilton

This instrument was prepared by:  
**Thomas W. Garrard, Esquire**  
Law Office of Thomas W. Garrard, P.A.  
520 East Olympia Avenue  
Punta Gorda, Florida 33950  
{941} 639-7020

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