THE UNITED STATES **CORPORATION**

ACCOUNT NO. : 072100000032

REFERENCE: 859432

8739A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE: June 17, 1998

ORDER TIME : 1:05 PM

ORDER NO. : 859432-005

CUSTOMER NO: 8739A

CUSTOMER: Bonnie J. Phillips, Legal Asst

SIEGEL LIPMAN DUNAY & SHEPARD,

LLP

Suite 801

5355 Town Center Road Boca Raton, FL 33486

000002563350--4

DOMESTIC FILING

NAME:

VALLEY AIR SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION ____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

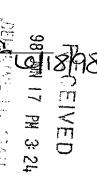
__CERTIFIED COPY

__ PLAIN STAMPED COPY

____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:



DIVISION OF CORPORATIONS

98 JUN 17 AM 9: 03

ARTICLES OF INCORPORATION

OF

VALLEY AIR SERVICES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VALLEY AIR SERVICES, INC.

The address of the principal office of this corporation shall be 3147 Deer Creek Via Napoli, Deerfield Beach, Florida 33442, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually with an effective date of June 17, 1998.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on June 17, 1998.

Mullorah W. Skipper It's Agent, Deborah B. Skipper

DIVISION OF CORPORATIONS

98 JUN 17 AM 9: 03

ACCEPTANCE OF REGISTERED AGENT DESIGNATED AM 9:03

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: <u>Ucliorad W. Skipper</u> It's Agent, Deborah D. Skipper

It's Agent, Deborah D. Skipper Authorized Service Representative Corporation Service Company

CLD/jkg