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JOHNSON BLAKELY

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FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN ACCT#:
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CONTACT: KRISTEN DECLEENE

PHONE: (813)461-1818

FAX #: (813)441-8617

NAME: ADVANTAGE AVIATION, INC.

AUDIT NUMBER.....H98000012381

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 6, 1998

JOHNSON BLAKELY POPE ET AL.

SUBJECT: ADVANTAGE AVIATION, INC.
REF: W98000015242

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000012381
Letter Number: 898A00036013

H98000012381

ARTICLES OF INCORPORATION
OF
ADVANTAGE AVIATION, INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME AND ADDRESS

The name of the Corporation is ADVANTAGE AVIATION, INC., whose principal office and mailing address is 7315 Hudson Avenue, Hudson, Florida 34667.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A., 911 Chestnut Street, Clearwater Florida 33756, and the name of the initial registered agent of this corporation at that address is JULIUS J. ZSCHAU.

Julius J. Zschau, Esq.
Florida Bar #195685
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
(813) 461-1818

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Alfred O. Bonati

7315 Hudson Avenue
Hudson FL 34667

ARTICLE VII - OFFICERS

This corporation shall have a President, Secretary and Treasurer. The name and address of the initial officers of this corporation are:

Alfred O. Bonati

President/Secretary/Treasurer

7315 Hudson Avenue
Hudson FL 34667

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

Julius J. Zschau

911 Chestnut Street
Clearwater, Florida 33756

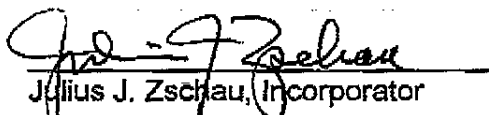
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify the incorporator and any officer or director to the full extent permitted by law.

ARTICLE X - AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 2ND day of July, 1998.


Julius J. Zschau, Incorporator

07/06/98 MON 10:30 FAX

JOHNSON BLAKELY

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H98000012381

STATE OF FLORIDA)

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 2ND day of July, 1998, by JULIUS J. ZSCHAU, who is personally known to me.



Notary Public

Print Name: LANA CAHILL

My commission expires:

0161993.01



LANA CAHILL
MY COMMISSION # 00418167 EXPIRES
November 2, 1998
BONDED THROUGH TRISTY FARM INSURANCE, INC.

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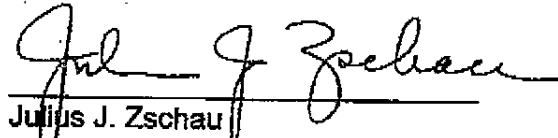
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CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE
OF
ADVANTAGE AVIATION, INC.

Pursuant to the provisions of Section 48.091 of the Florida Statutes, the following corporation, desiring to organize under the laws of the State of Florida, hereby designates Julius J. Zschau, located at 911 Chestnut Street, Clearwater, FL 33756, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statutes 48.091(2) relative to maintaining an office for the service of process.


Julius J. Zschau

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TALLAHASSEE FLORIDA

Julius J. Zschau, Esq.
Florida Bar #195685
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.
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Clearwater, Florida 33756
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