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ACCOUNT NO. : 072100000032

REFERENCE : 971122 4307842

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : September 23, 1998

ORDER TIME : 10:20 AM

ORDER NO. : 971122-005

800002647248--2

CUSTOMER NO: 4307842

CUSTOMER: Michael E. Goodbread, Jr., Esq
MARTIN ADE BIRCHFIELD &
MICKLER, P.A.
One Independent Dr., Ste 3000
Post Office Box 59
Jacksonville, FL 32201

DOMESTIC FILING

NAME: AERO LEASE OF NORTH FLORIDA,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

g 9/23/98

RECEIVED
98 SEP 23 AM 1:30
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 23 PM 1:48

EFFECTIVE DATE

9/21/98

ARTICLES OF INCORPORATION
OF
AERO LEASE OF NORTH FLORIDA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 23 PM 1:48

ARTICLE I.

NAME

The name of this corporation is Aero Lease of North Florida, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 10 Tenth Street,
#C-14, Atlantic Beach, Florida 32233.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock with a par value of One Cent (\$.01) per share. Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is Suite 3000, One Independent Drive, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Michael E. Goodbread, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

Mark Blackburn

ADDRESS

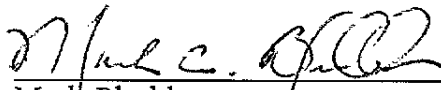
10 Tenth Street
#C-14
Atlantic Beach, Florida 32233

ARTICLE VII.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or Board of Directors may repeal, amend, or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholder(s) may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed, or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 21st day of September, 1998.




Mark Blackburn
Incorporator

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
AERO LEASE OF NORTH FLORIDA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIO.
98 SEP 23 PM 1:48

Pursuant to Sections 48.091 and 607.0501, Florida Statutes (1997), the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Aero Lease of North Florida, Inc., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at Suite 3000, One Independent Drive, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 21st day of September, 1998.


Michael E. Goodbread, Jr.
Registered Agent