

P98000088360

AvAirPros Services, Inc.

October 14, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500002664675--7
-10/15/98--01068--011
****122.50 *****78.75

Dear Sirs:

Enclosed please find the following:

1. Articles of Incorporation for In Plane View, Inc.
2. Check in the amount of \$122.50 to cover the filing fee, designation of registered agent and for return of a certified copy of the Articles.

Please contact me at 941-262-0010 if you require any further information.

Very Truly Yours,
AVAIRPROS SERVICES, INC.



Paul B. Demkovich
Vice President

enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 15 AM 7:56

Corporate Office
2640 Golden Gate Parkway
Naples, Florida 34105
(941) 643-8207 - FAX (941) 262-8808

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ARTICLES OF INCORPORATION
OF

IN PLANE VIEW, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporations Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

In Plane View, Inc.

The principal place of business of the corporation shall be:

Opera Plaza, 601 Van Ness Avenue #E3605, San Francisco, CA 94102

ARTICLE II - PURPOSE

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation involving but not limited to aviation activities involving airports, airport terminal management services, airport development and land use, aviation financing and leasing, and consulting to the private and public sector regarding any and all aspects of aviation.

ARTICLE III - STATED CAPITAL

The corporation is authorized to issue 1,000 shares of non-voting common stock and 1,000 shares of voting common stock. Each share of common stock shall have a par value of 25 cents (\$.25).

Shares of common stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares of

common stock may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE IV - PERPETUITY

The corporation will exist in perpetuity.

ARTICLE V - INITIAL OFFICERS AND BOARD OF DIRECTORS

The names and street addresses of the initial officers and directors, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

Denny J. Eichenbaum President and Chief Executive Officer	32 Skyline Road San Anselmo, CA 94960
Jeffrey D. Seid Secretary	15 Spinnaker Place Redwood City, CA 94065
Thomas McMullen Chief Financial Officer	4511 Tarantella Lane San Diego, CA 92130
Loren McMullen Vice President	4511 Tarantella Lane San Diego, CA 92130

ARTICLE VI - INCORPORATOR

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

Paul B. Demkovich	2640 Golden Gate Parkway, No. 301 Naples, FL 34109
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ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of October, 1998.

Paul B. Demkovich

Paul B. Demkovich
Incorporator

STATE OF New York

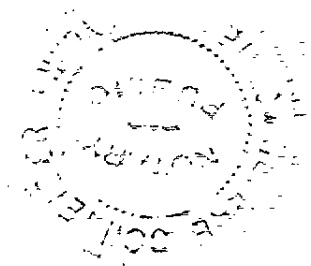
COUNTY QUEENS

THE FOREGOING instrument was acknowledged and sworn to before me this 14th
day of October, 1998, by Paul B. Demkovich, Incorporator of In Plane View, Inc.

Helene Schneider

Notary Public

HELENE SCHNEIDER
Notary Public, State of New York
No. 30-4620865
Qualified in Nassau County
Commission Expires May 31, 2000



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is IN PLANE VIEW, INC.
2. The name and address of the registered agent and office is:

Paul B. Demkovich
2640 Golden Gate Parkway, Suite 301, Naples, FL 34109

Signature: Paul B. Demkovich
Paul B. Demkovich

Title: Incorporator

Date: October 14, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature: Paul B. Demkovich
Paul B. Demkovich

Date: October 14, 1998