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CAMPBELL AND HEAVENER, P.A.

ATTORNEYS AND COUNSELORS AT LAW
1211 SEMORAN BOULEVARD
SUITE 171
CASSELBERRY, FLORIDA 32707

JOHN M. CAMPBELL
MAC D. HEAVENER, III

TELEPHONE
(407) 679-1422
FACSIMILE
(407) 679-2264

October 26, 1998

Division of Corporations
Florida Department of State
The Capitol
Post Office Box 6327
Tallahassee, Florida 32314

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122.50 **78.75

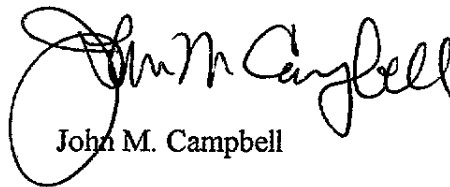
Re: Articles of Incorporation - EMERALD AIRWAYS, INC.

Dear Sir or Madam:

I am enclosing an original and one copy of the Articles of Incorporation for the EMERALD AIRWAYS, INC. Please file the original, date stamp the copy and return the conformed copy to me together with the Certificate of Incorporation. A check in the amount of \$122.50 for the filing fee is also enclosed.

If you have any questions or need further information, please do not hesitate to contact me. Thank you.

Very truly yours,


John M. Campbell

JMC/clb
Enclosures

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**ARTICLES OF INCORPORATION
OF
EMERALD AIRWAYS, INC.**

The undersigned, acting as incorporator of EMERALD AIRWAYS, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

EMERALD AIRWAYS, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2119 Churchill Downs Circle
Orlando, Florida 32825-8741

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is One Hundred (100) shares of Common Stock with a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation,

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including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are:

John M. Campbell
1211 Semoran Blvd.
Suite 171
Casselberry, Florida 32707

ARTICLE VII. BOARD OF DIRECTORS

The corporation shall have the number of directors as determined and elected in accordance with the bylaws. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Jimmy Maldonado	2119 Churchill Downs Circle Orlando, Florida 32825

ARTICLE IX. BYLAWS

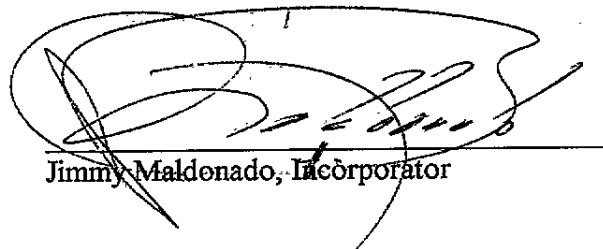
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders

are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of October, 1998.

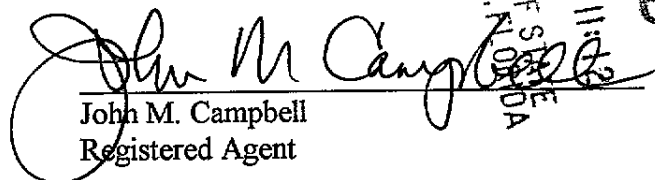


Jimmy Maldonado, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in Article VI, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 26th day of October, 1998.



John M. Campbell
Registered Agent

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