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ROBERT L. SHAMBAUGH
8057 SW YACHTSMAN'S DRIVE
STUART, FL 34997
561/219-8781

November 10, 1998

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: JESSCOTT AIR, INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Dear Sir or Madam:

Enclosed please find Articles of Incorporation and Certificate Designating Registered Agent for the above-referenced corporation. Also enclosed is our check in the amount of \$78.75 as filing fees. Please file the enclosed papers with the State and return a certified copy to the undersigned in the envelope provided. Should there be a problem with the name chosen as the corporate name, please contact the undersigned at 1/800/329-4279 Ext. 300 and the necessary changes will be made.

Thank you for your cooperation.

Very truly yours,



Mary A. Shambaugh

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JESSCOTT AIR, INCORPORATED**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be JESSCOTT AIR, INCORPORATED, and the initial address of this corporation shall be 8057 SW Yachtsman's Drive, Stuart, Florida 34997.

ARTICLE II

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

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1000	\$.01	Common

The corporation for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 8057 SW Yachtsman's Drive, Stuart, FL 34997, with the privilege of having its offices and branch office at other places within or without the State of Florida. The initial registered agent at that address shall be Robert L. Shambaugh.

ARTICLE VI

This corporation shall have a least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director of the corporation who shall hold office for the first year or until his successor is duly elected and qualified shall be:

Robert L. Shambaugh
8057 SW Yachtsman's Drive
Stuart, FL 34997

ARTICLE VIII

The name and address of the Incorporator is Robert L. Shambaugh, 8057 SW Yachtsman's Drive, Stuart, FL 34997.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

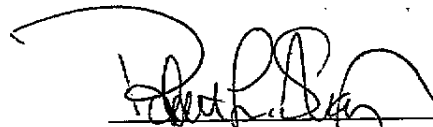
ARTICLE XI

This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a member of the Board of Directors or an officer of this corporation from and against any and all claims and liabilities to which such person shall become subject to by reason of his or her having been, or hereafter being a member of the Board of Directors or an officer of this corporation, or be reason of any action alleged to have been taken or omitted by him or her as such

member of the Board of Directors or officer of this corporation, and shall advance funds on behalf of or reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability.

The indemnification provided by this corporation to its directors and officers who shall serve at any time hereafter shall be to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business within and without the State of Florida, under the laws of Florida, make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this the 5 day of November, 1998.

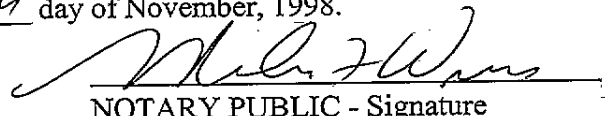


Robert L. Shambaugh,
Incorporator

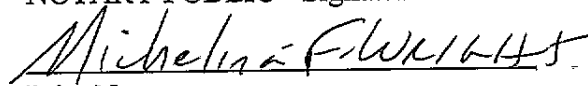
STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, the undersigned authority, personally appeared Robert L. Shambaugh, who is personally known to me or has produced _____ for identification; who did/did not take an oath; deposes and says that the above matters contained in the Articles of Incorporation are true and correct to the best of his information and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid, this the 5th day of November, 1998.



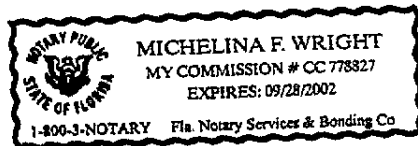
NOTARY PUBLIC - Signature



Print Name

My Commission Expires:

(Seal)




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, That Jesscott Air Incorporated, desiring to organize under the laws of the State of Florida, has named Robert L. Shambaugh, of 8057 SW Yachtsman's Drive, Stuart, Florida, 34997, in the County of Martin, Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.0505 F.S.



Robert L. Shambaugh
Registered Agent

DATED: November 5, 1998.

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TALLAHASSEE, FLORIDA