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William S. Jonassen P.A.
Attorney at Law

Office Address:
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November 18, 1998

Mailing Address:
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Secretary of State
Bureau of Corporation Records
The Capitol
Tallahassee, Florida 32304

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Re: VICTORY HELICOPTERS, INC.

Dear Sir:

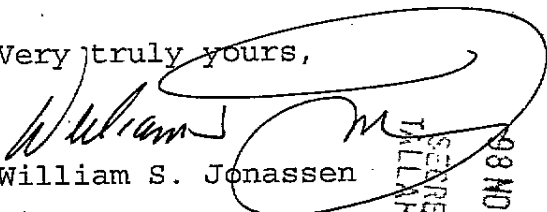
Enclosed for filing with your office are original and duplicate copy of Articles of Incorporation for the proposed corporation, VICTORY HELICOPTERS, INC.

The duplicate copy has been notarized in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return the same to this office.

I enclose my check in the total amount of \$122.50 representing filing fee; and the return of a certified copy of the Articles of Incorporation and fee for the registered Agent.

Your cooperation and assistance with regards to this matter is most greatly appreciated.

Very truly yours,


William S. Jonassen

WSJ/blj
Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA


11/23/98

ARTICLES OF INCORPORATION
OF
VICTORY HELICOPTERS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, for the purpose of forming a corporation and pursuant to the laws of the State of Florida, and any amendments thereof, do hereby associate ourselves as a body corporate and adopt the following Certificate of Incorporation.

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be **VICTORY HELICOPTERS, INC.**

ARTICLE II
NATURE OF BUSINESS

a) To manufacture, buy, sell, lease and deal in motors, automobiles, trucks, motor buses, helicopters and airplanes, and their appliances, fuels and accessories; to operate and maintain garages and service stations and terminal freight points, and to store, repair, rent and lease motors, automobiles, trucks, motor buses, helicopters and airplanes and other vehicles; to manufacture, buy, sell and repair vehicles of every description propelled by electricity, gas, gasoline, diesel fuel, compressed air or other mode of power; to organize, maintain and operate for

hire a transportation service in all parts of the world, for the purpose of transporting merchandise, and freight of every description whatsoever by means of automobiles, motor buses, trucks, helicopters, airplanes and vehicles of every kind, however propelled; to do generally all and every other thing necessary and incidental to the business of a transportation company.

b) As principal, agent, or broker, and on commission or otherwise, to buy, sell, exchange, lease, let grant or take licenses in respect of, improve, develop, repair, manage, maintain and operate real and personal property of every kind.

c) To manufacture, purchase or otherwise acquire and to own and mortgage, pledge, sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, merchandise, and other personal and real property of every class and description whatsoever, except that the corporation will not conduct a banking operation, safe deposit, trust, insurance, surety, express railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, a mutual fire insurance association, state fair or exposition.

d) To provide to small business concerns the private equity capital and long-term funds, together with the necessary management needed for sound financing of their business operations and for their growth, expansion, and modernization.

e) To do any and all acts and things for the preservation, protection, improvement and enhancement in value of any and all such securities or evidences of interest therein.

f) To buy or otherwise acquire, own, hold, manage, and control real and personal property of every description, including its own stock and stock in any other corporation, and to sell and convey, encumber, and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate, develop, control, build, erect, maintain for the purposes of said corporation, construct reconstruct, or purchase, either directly or through ownership of stock in any other corporation, any lands, residences, buildings, or other property of the corporation, or any part thereof.

g) To manage, supervise, operate, control, lease, let and sublet apartments, office buildings, dwelling houses, and all kinds of property of every nature whatsoever.

h) To buy, sell, manufacture, repair, alter and exchange, let or hire, and deal in all kinds of articles and things which may be required for the purposes of the business, all commonly supplied or dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection with any of the said businesses.

i) To acquire by purchase, subscription, or otherwise, and

to hold for investment and to own, hold, sell, vote and handle shares of stock of other corporations.

j) To guarantee, to acquire by purchase, subscription, or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness guaranteed by any other corporation, or corporations of the State of Florida, or any other state or government, domestic or foreign, and while the owner of any other state or government, domestic or foreign, and while the owner of any such bonds, stocks, securities, or evidences of indebtedness, or to exercise all powers and rights and privileges of ownership, including the right to vote thereon for any and all such purposes, to aid by a loan, subsidy, guarantee, or in any manner whatsoever insofar as the same may be permitted in the case of corporations organized under the general corporation laws of the State of Florida, any corporation whose stocks, bonds, securities, or other obligations are, or may be in any manner and at the time owned, held, or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement, or enhancement in value of any such stocks, bonds, securities, or other obligations, and to all and any such acts or things designated to accomplish any such purpose.

k) To acquire, hold, own, dispose of and generally deal in goods, concessions, franchises and contracts of every kind; to

cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

l) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments, or other bodies.

m) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage, or otherwise dispose of letters, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

n) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges, or franchises, all for any lawful purpose of its incorporation, to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtednesses, payable at a specified time or times, payable upon the happening of a specified event or events, secured and unsecured, from time to time, for monies borrowed or in payment for property acquired, or for any of the objects of its business, to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge; or other lien upon any or all of the property,

rights, privileges, or franchises of the corporation wheresoever situated, acquired or to be acquired, and to confer upon the holders of any debentures, bonds, or other evidences of indebtedness of the corporation, now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge, or otherwise dispose of any and/or all debentures or other bonds, notes, or other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article III hereof.

o) To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects, or the furtherance of any of the powers enumerated in this Certificate of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise, and to, in general, either alone or in association with other corporations, associations, firms, individuals; to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects, or the furtherance of such purposes or objects of the corporation, whether or not such business is similar to the purposes and objects set forth in this Certificate of Incorporation, or any Amendment thereof the foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation and it is hereby expressly provided

that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE III

CAPITAL STOCK

The amount of the total authorized capital stock of this corporation shall be One Thousand (1,000) shares of common stock with par value of One Dollar (\$1.00).

The whole or any part of the capital stock of said corporation shall be payable in lawful money of the United States of America, or property, labor, or services, at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS

The amount of the capital with which the corporation shall begin business shall be Five Hundred (\$500.00).

ARTICLE V

CORPORATE EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

REGISTERED AGENT, REGISTERED OFFICE,
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal and registered office and mailing address of said corporation shall be 10785 Ulmerton Road, Largo, Pinellas County, Florida 33778. The registered agent of said corporation shall be William S. Jonassen, and his address shall be the same address as that of the registered office set forth above.

ARTICLE VII

NUMBER OF DIRECTORS

The affairs of the corporation shall be conducted by a Board of Directors constituting One (1) Member. The number of directors may be increased or diminished from time to time by-laws of the corporation adopted by the stockholders but shall never be less than One (1). The directors of said corporation need not be shareholders.

ARTICLE VIII

DIRECTORS

The name and post office address of the Board of Directors of the corporation who, subject to the provisions of this Certificate of Incorporation and by-laws, and general corporation laws of the State of Florida, shall hold office for the first year of the

corporation's existence, or until their successors are elected and qualify, are as follows:

Thomas J. Navickas
10785 Ulmerton Road
Largo, Florida 33778

ARTICLE IX

NAMES AND POST OFFICE ADDRESSES OF SUBSCRIBERS

The names and addresses of each subscriber to this Certificate of Incorporation are:

Thomas J. Navickas
10785 Ulmerton Road
Largo, Florida 33778

ARTICLE X

The original incorporators of the corporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof to any other person or to firms and corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida and the execution of the necessary instruments

of said assignment.

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders meeting by a vote of a majority of the stockholders owning stock issued and outstanding at that time.

In case of a vacancy on the Board of Directors through death, resignation, disqualification, or other cause such vacancy shall be filled for the unexpired term by the affirmative vote of a majority of the stockholders possessing stock issued and outstanding at the time such vacancy is created. This election will be accomplished by the calling of a special stockholders' meeting, subject to such vacancy.

In furtherance of, and not in limitation to, the powers conferred by statute, the Board of Directors is expressly authorized:

a) To make, alter, amend, or repeal the by-laws of the corporation, subject to the by-laws, if any, adopted by the stockholders;

b) From time to time, to determine whether and to what extent, and to what times and place, and what conditions and

regulations, the acts and books of the corporation (other than the stock ledger) or any of them, shall be open to inspection of the stockholders, and no stockholder shall have the rights of inspecting any account, book or document of the corporation, except as conferred by Statute, unless authorized by resolution of the stockholders or directors.

The corporation may at any meeting of the Board of Directors, sell, lease, or exchange all of its property and assets, including its good will, and its corporate franchise or any property and assets essential to its corporate business securities of any other corporation or corporations, or for such other consideration as its Board of Directors may deem expedient, and for the best interest of the corporation when and as authorized by the affirmative vote of at least two-thirds of the stockholders possessing stock, issued and outstanding, at such time.

Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings either within or without the State of Florida, to have one or more offices, and to keep the books of the corporation, subject to the provisions of the laws of the State of Florida, at such place as may from time to time, be designated by the Board of Directors.

No contract, or other transaction between the corporation or

any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of the corporation is, or are interested in, or is a director or officer, or are directors or officers, of such other corporation, and any director or directors, individually or jointly, may be a party to or are parties to, or may be interested in such contract or transaction of the corporation, or in which the corporation is interested, and no contract, account or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud will be affected or invalidated by the fact that any director or directors of the corporation shall be a party or are parties to, or are interested in such contract, account or transaction, or in any way was connected with such person or persons, firm or corporation, and each and every person who may be a director, or who may become a director, of the corporation is hereby relieved from any liability that might otherwise exist from the contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation at Largo, Pinellas County,

Florida, for the purposes aforesaid, on this the 19th day of November, 1998.


THOMAS J. NAVICKAS

STATE OF FLORIDA:
COUNTY OF PINELLAS:

I HEREBY CERTIFY that on this 19th day of November, 1998, before me personally appeared THOMAS J. NAVICKAS, who, is personally known to me or has produced sufficient identification pursuant to Section 117.05(5)(b), Florida Statutes, to establish his identity, and after being by me first duly sworn, deposes and acknowledges to me that he is the subscriber described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

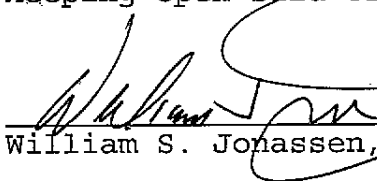
WITNESS my hand official seal at Largo, Pinellas County, State of Florida, the day and year last aforesaid.




Notary Public
My Commission Expires:

ACKNOWLEDGMENT

Having been named as Registered Agent for the above named corporation, at the place designated in this Certificate, I hereby accept the act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


William S. Jonassen,

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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