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November 25, 1998

FILED

98 NOV 30 PM 12:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAILING ADDRESS:

P. O. BOX 568984

ORLANDO, FL 32856-8984

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

000002698240--5
-11/30/98-01138-019
****245.00 *****78.75

Gentlemen:

We enclose Articles of Incorporation and Registered Agent's Acceptance for two corporations:

FXE AVIATION, INC.

CRESTON AVIATION, INC.

We request that you file these Articles and return a certified copy of each to the undersigned.

Also enclosed is a check from the corporate owners in the amount of \$245.00, representing the following for each corporation:

Filing fee	\$35.00
Registered Agent	35.00
Certified copy	52.50
	<u>\$122.50</u>

Yours very truly,


CHARLES EVANS DAVIS

CED:bi

Enclosures

DEC - 11 1998

(4)

ARTICLES OF INCORPORATION

OF

FXE AVIATION, INC.

* * * * *

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is FXE Aviation, Inc.

ARTICLE II. DURATION

The period of its duration is perpetual, beginning from the date these Articles are filed with the Department of State.

ARTICLE III. NATURE

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida and, to effectuate such purposes, may act in any capacity including as an attorney-in-fact for any person or entity.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock, all of one class, at a par value of \$5.00 which shall be designated "common shares".

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal office of this corporation is 1625 W. Commercial Boulevard, Ft. Lauderdale, Florida, 33309, and the principal office is the same address. The name of the initial registered agent of this corporation at that address is MICHAEL J. O'BRIEN.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time by the by-laws.

ARTICLE VII. INCORPORATORS

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
MICHAEL J. O'BRIEN	561 N. W. 42nd Avenue Coconut Creek, FL 33066


ARTICLE VIII. BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE IX. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by, or under the authority of, and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation.


DATED 11/24, 1998.

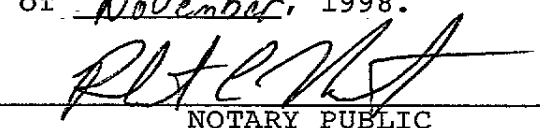

MICHAEL J. O'BRIEN

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHAEL J. O'BRIEN, to me personally known, and known to me to be the person described as "Incorporator" in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

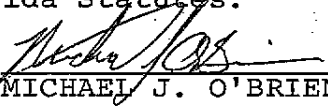
WITNESS my hand and official seal in the State and County last aforesaid, this 24th day of November, 1998.

 ROBERT L. NEWTON
COMMISSION # CC 499600
EXPIRES OCT 05, 1998
BONDED THRU
ATLANTIC BONDING CO., INC


NOTARY PUBLIC

* * * * *


I HEREBY ACCEPT the designation, duties and responsibilities as REGISTERED AGENT of FXE Aviation, Inc., and agree to comply with the provisions of the Florida Statutes.


MICHAEL J. O'BRIEN
561 N. W. 42nd Avenue
Coconut Creek, FL 33066

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHAEL J. O'BRIEN, personally known to me and known to be the person described as REGISTERED AGENT for FXE Aviation, Inc., and who executed the foregoing designation as REGISTERED AGENT, and acknowledged before me that he subscribed to such designation of REGISTERED AGENT.

WITNESS my hand and official seal in the County and State named above, this 24th day of November, 1998.


ROBERT L. NEWTON
COMMISSION # CC 469800
EXPIRES OCT 05, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


NOTARY PUBLIC

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TALLAHASSEE, FLORIDA