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LAW OFFICE
THAYER M. MARTS
POST OFFICE BOX 1814
155 OFFICE PLAZA DRIVE
TALLAHASSEE, FLORIDA 32302
(850) 224-1258 Phone
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THAYER M. MARTS

Reply to:
Tallahassee

Post Office Box 761
4437 Jackson Street
Marianna, Florida 32447
(850) 526-3520 Phone
(850) 482-3138 Fax

January 11, 1999

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

RE: OFI, Inc.

900002739689--5
-01/13/99-01053-012
122.50 **78.75

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for OFI, INC., a new corporation, together with a check for \$122.50. Please send a certified copy of registration to this office upon completion.

If you have any questions regarding the enclosed, please do not hesitate to contact me.

Sincerely,

Thayer M. Marts
Thayer M. Marts

TMM/rms

Enclosures

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FILED
99 JAN 13 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Michelle GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Article VII*
DATE *1/13/99*
DOC. # *990002739689*

P. Hall
JAN 15 1999
(6)

**ARTICLES OF INCORPORATION
OF
OFI, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is OFI, INC.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is buying, leasing and maintaining aircraft.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other

character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 value per share. The shareholders of common stock shall have pre-emptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$100.00.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The street address of the principal office of this corporation in the State of Florida is 1280 Timberlane Road, Tallahassee, Florida 32308. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is THAYER M. MARTS, whose business address is 155 Office Plaza Drive, Tallahassee, Florida

32301.

ARTICLE VII DIRECTOR

The corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

ARTICLE VIII INITIAL DIRECTOR

The name and address of the member of the first Board of Directors is:

NAME

ADDRESS

James F. Walton, III

1280 Timberlane Road
Tallahassee, Florida 32308

ARTICLE IX INCORPORATOR

The name and address of each incorporator to these Articles of Incorporation is:

NAME

ADDRESS

James F. Walton, III

1280 Timberlane Road
Tallahassee, Florida 32308

ARTICLE X AMENDMENT

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 stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


JAMES F. WALTON, III

STATE OF FLORIDA

COUNTY OF Leon

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State of County named above to take acknowledgments, personally appeared JAMES F. WALTON, III, to me known to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that he executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal in the State and county named above this 2nd day of January, 1998.

Thayer M. Marts
NOTARY PUBLIC

My Commission Expires:



Thayer M. Marts
MY COMMISSION # CC735126 EXPIRES
April 28, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT OFL, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF Tallahassee, STATE OF FLORIDA, HAS NAMED Thayer M. Marts, LOCATED AT 155 Office Plaza Drive, CITY OF Tallahassee, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

(CORPORATE OFFICER)

TITLE

DATE

James C. DeBorja
President
1/2/99

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 THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

DATE

Thayer M. Marts
1-8-99

FILED
99 JAN 13 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA