

99000022524

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Destin Aero, Inc

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DIVISION OF CORPORATION

✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
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Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
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DIVISION OF CORPORATION
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Signature _____

Requested by: CS

Name _____

Date 3/11

Time 9:15

Walk-In _____

Will Pick Up _____

R. Purinton MAR 11 1999

ARTICLES OF INCORPORATION
OF
DESTIN AERO, INC.

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DIVISION OF CORPORATIONS
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The undersigned subscriber of these ARTICLES OF INCORPORATION, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

Article I - Name

The name of this corporation is DESTIN AERO, INC.

Article II - Duration

This corporation shall exist perpetually, commencing upon filing.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Address

The principal place of business and the mailing address of this corporation is:

114 Palmetto Street, #6
Destin, Florida 32541

Article V - Capital Stock

The number of shares of stock that this corporation is authorized to have

outstanding at any one time is 10,000 shares of common stock with a par value of \$1.00 per share.

Article VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof, at the price at which it is offered to others.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1719 S. County Highway 393, Santa Rosa Beach, Florida 32459, and the name of the initial registered agent of this corporation at that address is P. Colleen Coffield.

Article VIII - Directors

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the By-Laws. Directors of this corporation may be removed only for cause. The names and addresses of the initial directors of this corporation are:

R.L. Nunn	320 Highway 98 East, #1203 Destin, Florida 32541
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Don A. Keener	11 Cahaba Lane Destin, Florida 32541
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Article IX - Incorporator

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

P. Colleen Coffield	1719 S. County Highway 393 Santa Rosa Beach, Florida 32459
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Article X - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

Article XI - Indemnification

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation.

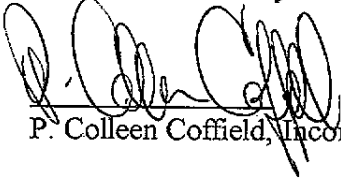
Article XIII - Restriction on Transferability of Stock

The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation, or to the corporation. The price and terms of which, and the time within which such shares may be offered and sold, shall be further specified in the By-Laws of this corporation.

Article XIV - Affiliated Transactions

This corporation elects to opt out of Florida Statute 607.0901, the affiliated transaction statute. The provisions of Florida Statute 607.0901 will not apply to this corporation.

The undersigned has executed these Articles of Incorporation this 10th day of March, 1999.



P. Colleen Coffield, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

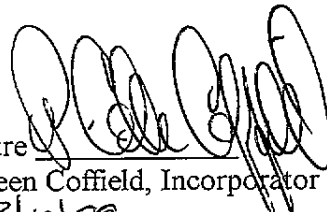
1. The name of the corporation is:

Destin Aero, Inc..

2. The name and address of the registered agent and office is:

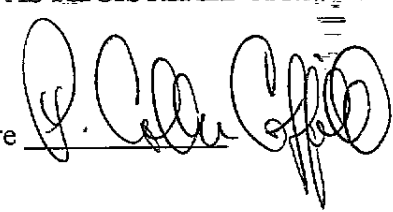
P. Colleen Coffield

1719 S. County Highway 393
Santa Rosa Beach, Florida 32459

Signature 
P. Colleen Coffield, Incorporator
Date 3/10/99

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DIVISION OF CORPORATIONS
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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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.

Signature 

Date 3/10/99