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FRESE, NASH & TORPY, P.A.
ATTORNEYS AT LAW

930 S. HARBOR CITY BLVD.
SUITE 505
MELBOURNE, FLORIDA 32901

(407) 984-3300
FAX (407) 951-3741

- † BOARD CERTIFIED IN TAXATION
- * BOARD CERTIFIED IN WILLS, TRUSTS & ESTATES
- ‡ BOARD CERTIFIED IN CIVIL TRIAL LAW
- ◊ BOARD CERTIFIED IN REAL ESTATE LAW
- § BOARD CERTIFIED IN BUSINESS LITIGATION

- GARY B. FRESE †◊
- CHARLES IAN NASH *
- VINCENT G. TORPY, JR. ‡§
- GREGORY S. HANSEN †
- J. PATRICK ANDERSON †
- LAURA L. ANDERSON *
- PATRICK F. ROCHE
- STEPHEN P. HEUSTON *
- LISA L. HOGREVE
- CHRISTINA B. SUTCH

March 15, 1999

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

Re: *By Air Transport, Inc.*

700002809147--1
-03/17/99--01060--009
****122.50 *****78.75

Dear Sir or Madam:

Enclosed find an original plus one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$122.50 representing the filing fee. I would appreciate receiving a certified copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

Gary B. Frese

GBF/lkw
Enclosures as stated

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 PM 12:23

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ARTICLES OF INCORPORATION

OF

BY AIR TRANSPORT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 PM 12:23

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be **BY AIR TRANSPORT, INC.**

ARTICLE II

The principal place of business and mailing address of this corporation shall be 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida, 32901.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE IV

The name and Florida street address of the initial registered agent are Gary B. Frese, 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida 32901.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation are Gary B. Frese, 930 South Harbor City Boulevard, Suite 505, Melbourne, Florida, 32901.

ARTICLE VI

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE VII

The purpose of this Corporation is to operate charter aircraft for a profit, and engage in any business lawful under the laws of the State of Florida or the United States.

ARTICLE VIII

The initial Board of Directors shall consist of one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

GARY B. FRESE 930 S. Harbor City Blvd., Suite 505
Melbourne, Florida 32901

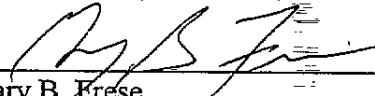
ARTICLE IX

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE X


The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 15th day of March, 1999.



Gary B. Frese

Having been named as registered agent and to accept service of process for the above stated 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.



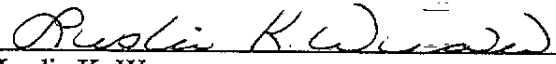
Gary B. Frese
Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 PM 2:25

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, **GARY B. FRESE**, who personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 15th day of March, 1999.



Leslie K. Weaver
Notary Public
State of Florida at Large

My Commission Expires:
8-9-00



Leslie K. Weaver
MY COMMISSION # CC550544 EXPIRES
August 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.