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THE
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VISIT OUR
WEBSITE
www.soudlaw.com

March 17, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399


RE: Air Southeast, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$122.50 (filing fee and certified copy). If I may be of further assistance, please do not hesitate to contact me at The Soud Law Firm, The Blackstone Building, Suite L3, 233 East Bay Street, Jacksonville, FL 32202, (904) 353-9000.

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-03/19/99-01074--008
122.50 **78.75

Sincerely,


Jeffrey D. Soud

JDS/lag
Enclosures

GENERAL TRIAL PRACTICE
INCLUDING:

COMMERCIAL LITIGATION
PERSONAL INJURY
WRONGFUL DEATH
ESTATE PLANNING
WILLS & TRUSTS
TAXATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 19 AM 8:06

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Articles Of Incorporation
Of
AIR SOUTHEAST, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I.

The name of the corporation ("Corporation") is Air Southeast, Inc.

ARTICLE II.

The existence of the corporation shall begin on March 16, 1999.

ARTICLE III.

The street address of the principal office of the Corporation is 10125 Classic Oak Road, West, Jacksonville, FL 32225.

ARTICLE IV.

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V.

The initial street address of the Corporation's registered office is 10125 Classic Oak Road, West, Jacksonville, FL 32225. The initial registered agent for the Corporation at that address is Bruce H. Rogers.

ARTICLE VI.

The initial board of directors shall consist of two members. The name and address of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Bruce H. Rogers	10125 Classic Oak Road, West Jacksonville, FL 32225
Cynthia E. Rogers	10125 Classic Oak Road, West Jacksonville, FL 32225

ARTICLE VII.

The name and street address of the person signing these articles of incorporation is:

Name

Address

Bruce H. Rogers

10125 Classic Oak Road, West
Jacksonville, FL 32225

ARTICLE VIII.

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

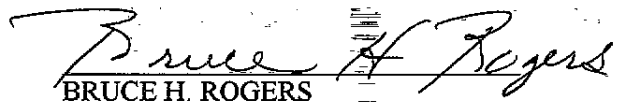
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of March, 1999.


BRUCE H. ROGERS

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Air Southeast, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: 3-17-99


BRUCE H. ROGERS

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SECRETARY OF STATE
DIVISION OF CORPORATION
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