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March 18, 1999

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

000002813610--9
--03/22/99--01104--013
*****70.00 *****70.00

RE: Bay Air Maintenance of Florida, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced for-profit corporation. Also enclosed is our check in the amount of \$70.00 for the filing fee in this regard.

Please return the copy of the Articles provided herein, after they have been stamped with the file date, to:

Bradley J. Wood, Esq.
Boydston, Dabroski, Lyle & Wood, P.A.
P.O. Drawer 76387
St. Petersburg, FL 33734-6387

If you have any questions concerning this request, please contact the undersigned.

Very truly yours,



Bradley J. Wood

Encl.

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FILED
99 MAR 22 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 26 1999

ARTICLES OF INCORPORATION
OF
BAY AIR MAINTENANCE OF FLORIDA, INC.

FILED
99 MAR 22 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be BAY AIR MAINTENANCE OF FLORIDA, INC. The address of the principal office of this corporation shall be Albert Whitted Airport, Hanger 2, St. Petersburg, FL 33701, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be that of Boydston, Dabroski, Lyle & Wood, P.A., located at 2600 Ninth Street, N., St. Petersburg, FL 33704. The name of the Registered Agent of the corporation at that address is Bradley J. Wood, Esq.

ARTICLE IV. DURATION

Period of existence of the corporation is perpetual.

ARTICLE V. AUTHORIZED SHARES

The corporation is authorized to issue 1000 shares of common stock having par value of \$1.00 per share.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. The initial Board of Directors shall consist of one (1) members. The name and address of the initial member of the Board of Directors is:

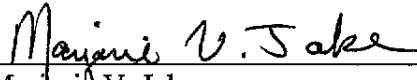
Marjorie V. Jake Albert Whitted Airport, Hanger 2 St. Petersburg, FL 33701

ARTICLE VII. THE INCORPORATOR

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

Marjorie V. Jake Albert Whitted Airport, Hanger 2 St. Petersburg, FL 33701

IN WITNESS WHEREOF the undersigned incorporator has executed these
Articles of Incorporation this 18th day of March, 1999.



Marjorie V. Jake

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment of 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 completed performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent under §607.0505, Florida Statutes.

DATED: 18th day of March, 1999.



Bradley J. Wood, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA