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ATTORNEYS AT LAW

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April 1, 1999

VIA FEDERAL EXPRESS

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*****78.75 *****78.75

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Filing of Articles of Incorporation of:
BAY AIR CHARTER, INC.

Dear Sir/Madam:

Enclosed please find a check in the amount of \$78.75 along with the Proposed Articles of Incorporation for BAY AIR CHARTER, INC. Please file and return a certified copy to our office in the envelope provided.

Thank you in advance for your cooperation.

Very truly yours,


William A. Kebler

WAK/btc
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

BAY AIR CHARTER, INC.

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the corporation for profit established in accordance with the laws of the State of Florida. The Amendments adopted are set forth hereinbelow and were adopted by the Shareholders and Board of Directors on April 1, 1999.

ARTICLE I

Name

The name of this corporation shall be:

BAY AIR CHARTER, INC.

ARTICLE II

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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ARTICLE IV

General Powers

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and

employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 100 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Preemptive Rights

The stockholders of the corporation shall have the preemptive right to subscribe for and purchase their proportionate shares of any additional stock issued by the corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE VII

Indemnification By Court Order

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to §607.014(9), Florida Statutes, without the permission, by a majority vote of the disinterested directors, of the Board of Directors.

ARTICLE VIII

Affiliated Transactions

The corporation expressly elects, pursuant to §607.108(5)(a) of the Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in §607.108, Florida Statutes.

ARTICLE IX

Control-Share Acquisitions

The corporation exercises its right, pursuant to §607.109(5) of the Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in §§607.109, 607.244(c) and 607.247(2), Florida Statutes.

ARTICLE X

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 107 8th Avenue SouthEast, St. Petersburg, Florida 33701, and the name of the corporation's initial registered agent at such address is Tom Rissmiller. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes.

ARTICLE XI

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one and the name and address of each person who is to serve as a member thereof is as follows:

Name

Address

Tom Rissmiller

107 8th Avenue SouthEast,
St. Petersburg, FL 33701

ARTICLE XII

Incorporators

The name and address of the incorporator of this corporation
is as follows:

Name

Address

Tom Rissmiller

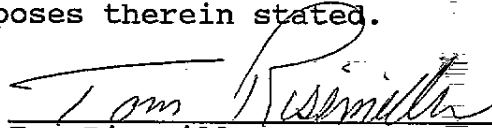
107 8th Avenue SouthEast,
St. Petersburg, FL 33701

ARTICLE XIII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, restate, alter,
change or repeal any provision contained in these Articles of
Incorporation in the manner now or hereafter prescribed by statute,
and all rights conferred upon the stockholders herein are subject
to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these
Articles for the uses and purposes therein stated.


Tom Rissmiller

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, on this 1st day of April, 1999, personally appeared Tom Rissmiller, who provided Fla DL #254-80057-133 as identification, and who is, to me known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed and did take an oath.

WITNESS my hand and official seal the date aforesaid.

Holly Rae Kinsey
Notary Public

(Type or Print Name) Holly Rae Kinsey
MY COMMISSION # CC645634 EXPIRES
May 25, 2001
My Commission Expires ROY FAIN 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:

BAY AIR CHARTER, INC., with its principal place of business at 107 8th Avenue SouthEast, St. Petersburg, County of Pinellas, State of Florida, has named Tom Rissmiller located at 107 8th Avenue SouthEast, City of St. Petersburg, County of Pinellas, State of Florida, as its agent to accept service of process within Florida.

Signature

Tom Rissmiller

Date 4-1-99

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 in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature Tom Rasmussen

(Registered Agent)

Date 4-1-99

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