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JEFFREY A. BALDWIN
THOMAS P. DAKICH

T.R. FOX
MARK A. EARNEST

April 7, 1999

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

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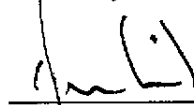
RE: Formation of CES Aviation, Inc.

To Whom It May Concern:

Enclosed please find two (2) original Articles of Incorporation for CES Aviation, Inc., together with a check in the amount of seventy eight dollars and seventy five cents (\$78.75) and a return envelope. Please cause this corporation to be created and return a stamped copy to me in the envelope.

Please feel free to contact me with any questions or comments. We will accept a collect call if required.

Sincerely,



Thomas P. Dakich

TPD/bms

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
CES AVIATION, INC.

THE UNDERSIGNED INCORPORATOR, desiring to form a corporation pursuant to the provisions of the Florida Corporations Act, its amendments and its successors (hereinafter referred to as "Act"), execute the following Articles of Incorporation:

ARTICLE I-NAME

The name of the Corporation shall be "CES AVIATION, INC.", hereinafter referred to as "Corporation".

ARTICLE II-PRINCIPAL OFFICE AND MAILING ADDRESS

The Principal Office and Mailing Address for the Corporation is as follows:

5905 Johns Road
Tampa, Florida 33634

ARTICLE III-NUMBER OF AUTHORIZED SHARES AND TERMS
OF SHARES OF STOCK

Section 1. Number and Par Value. The total number of Authorized shares is One Thousand (1,000) without Par Value.

Section 2. Designation of A Single Class of Shares. There shall be one (1) class only of the stock of Corporation and all shares shall be designated as "Common Stock".

Section 3. Issuance and Consideration. Common stock shall be issued for such amount as may be determined by the Board of Directors and amended from time to time.

Section 4. Voting Rights. Each holder of a share of common stock shall be entitled to cast one (1) vote for each share of common stock held in the name of the shareholder regarding matters brought before the shareholders of the Corporation.

Section 5. Cumulative Voting. There shall be no cumulative voting for any shareholder issue.

Section 6. Dividends. The Board of Directors shall have the right to declare and pay dividends on the outstanding shares of the common shares to the extent permitted by the Act.

Section 7. Dissolution. In the event of the dissolution, voluntary or involuntary liquidation or winding up of the Corporation, the holders of the shares of Common Stock shall be entitled, after payments of debts, to share ratably in the remaining assets of the Corporation.

Section 8. No Pre-emptive Rights. Shareholders shall have no pre-emptive rights to subscribe to or purchase any shares of common stock or any other securities of this Corporation.

ARTICLE IV-INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial Registered Agent of the Corporation is:

David W. Reid
ONE DAT CENTER
5905 Johns Road
Tampa, Florida 33634

ARTICLE V-INCORPORATOR

The name and address of the Incorporator of the Corporation shall be as follows:

Thomas P. Dakich
ONE DAT CENTER
5905 Johns Road
Tampa, Florida 33634

ARTICLE VI-PURPOSES AND POWERS

Section 1. Purposes. The purposes for which this Corporation is incorporated are to transact any and all lawful business.

Section 2. Powers. Subject to limitation and/or restriction by the Act, and other law or any provisions of these Articles, the Corporation shall have:

- a. The same capacity to act as possessed by natural persons, and to do anything necessary for the accomplishment of any purpose hereinbefore set forth and to do anything incidental thereto that is not in contradiction to the law;
- b. The power to transact business in any state of the United States or in any foreign country or at sea;

- c. The power to have, exercise and enjoy all the rights, privileges and powers granted to corporations by the Act or any other law, including the laws of equity and common law.

ARTICLE VII-BOARD OF DIRECTORS

Section 1. Number. The Board of Directors of Corporation shall at all times be comprised of five (5) persons with four (4) voting members and one (1) non-voting member.

Section 2. Changes in Number of Directors. Members of the Board of Directors shall be appointed and elected by the Shareholders and the number of directors of Corporation may be changed only by the vote of the shareholders and in accordance with the provisions of the By-Laws of Corporation.

Section 3. Exercise of Powers. The Board of Directors shall direct the carrying out of the purpose assigned and directed by the Shareholders and exercise the powers of the Corporation without previous approval of the Shareholders except for those issues that effect the specific ownership structure of the Corporation.

Section 4. Specific Exception to Powers. No director may bind or in any manner act on behalf of the Corporation without the express prior written consent of the majority of the members of the Board of Directors.

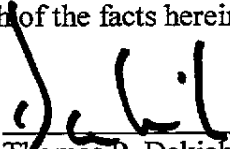
ARTICLE VIII-REGULATION OF BUSINESS AND CONDUCT OF CORPORATE AFFAIRS

Section 1. Indemnification. Every person who is or was a Directors of the Corporation shall be indemnified by the Corporation against any and all liabilities and reasonable expenses incurred by such person in his or her official capacity, provided compliance with the Act and the standard of conduct described therein. Upon the demand for such indemnification, the Corporation shall determine whether such person is entitled to said indemnification by the approval of the majority of the Board of Directors.

Section 2. Code of By-Laws. The Code of By-Laws shall be ratified by the approval of a majority of the issued shares of the stock and the Board of Directors of the Corporation shall not have the power, without the consent of the majority of the issued shares, to make, alter, amend or repeal the Code of By-Laws of Corporation.

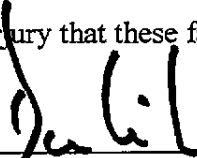
Section 3. Amendments to Articles of Incorporation. The Shareholders reserve the right to amend, alter, change or repeal any provision(s) contained in either the Code of By-Laws or these Articles of Incorporation, or any amendment hereto, or to add any provision to the Code of By-Laws or the Articles or to any amendment hereto only with the majority consent of the issued shares.

IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation and certifies the truth of the facts herein this 6th day of April, 1999.



Thomas P. Dakich
Incorporator

I affirm under the penalties of perjury that these facts are true.

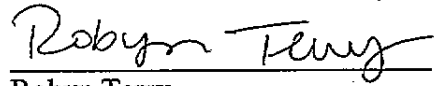


Thomas P. Dakich
Incorporator

STATE OF INDIANA)
)ss:
COUNTY OF MARION)

I, Robyn Terry, being a Notary Public in and for the State of Indiana, hereby certifies that Thomas P. Dakich, an attorney licensed by the state of Indiana under Indiana Supreme Court number 4810-49 with driver's license number 8940-57-5852, appeared before me, executed these Articles of Incorporation and swore to the truthfulness of the facts stated therein.

THIS NOTARY SEAL MADE THIS 6TH DAY OF APRIL, 1999.



Robyn Terry
Notary Public

Commission Expiration Date: 3/12/08

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