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JAMES S. WERTER
ATTORNEY AT LAW

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April 21, 1999

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

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-04/22/99--01041--020
*****78.75 *****78.75

RE: Charter Filing
SUNSPOT AVIATION CORPORATION

Dear Sir or Madam:

Please find enclosed my proposed charter for incorporation in the State of Florida for SUNSPOT AVIATION CORPORATION (1 original and 2 copies) along with my filing fee of \$78.75.

Please file this charter and return a certified copy to me with the enclosed self-addressed envelope.

Thank you.

Sincerely,

James S. Werten

cc: file

FILED
99 APR 22 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 23 1999

ARTICLES OF INCORPORATION

SUNSPOT AVIATION CORPORATION

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99 APR 22 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, does hereby certify:

I. **CORPORATE NAME:** The name of the corporation is:

SUNSPOT AVIATION CORPORATION.

II. **PURPOSE:** The purpose of this corporation shall be to participate in all such activities as may be allowed by law.

III. **DURATION:** The duration of this corporation is perpetual.

IV. **CAPITOL STOCK:** The corporation is authorized to issue one hundred (100) shares of capitol stock, all of one class, at \$1.00 par value.

V. **BOARD OF DIRECTORS:** The corporation shall have an initial board of directors consisting of one individual. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The name and address of the initial Director is:

JAMES S. WERTER
218 E. Ashley Street
Jacksonville, FL 32202

VI. **OFFICERS:** The name and addresses of the original officers of the corporation are as follows:

President:

James S. Werter
218 E. Ashley Street
Jacksonville, FL 32202

Vice President: James S. Werter

Secretary: James S. Werter

Treasurer: James S. Werter

VII. PRINCIPAL OFFICE: The address and mailing address of the principal office for the corporation is as follows:

SUNSPOT AVIATION CORPORATION
218 E. Ashley Street
Jacksonville, FL 32202

VIII. REGISTERED AGENT AND OFFICE: The name and address of the initial registered agent and office is as follows:

James S. Werter, Esquire
218 E. Ashley Street
Jacksonville, FL 32202

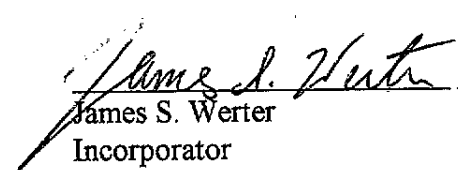
IX. INFORMAL SHAREHOLDER ACTION: Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as a part of corporation records.

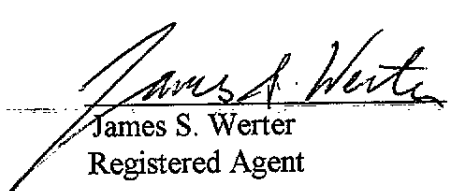
X. INFORMAL SHAREHOLDER ACTION: If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

XI. INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII. ACCEPTANCE BY REGISTERED AGENT: BY EXECUTION OF THESE ARTICLES OF INCORPORATION, THE REGISTERED AGENT NAMES HEREIN DOES HEREBY STATE THAT HE UNDERSTANDS THE RESPONSIBILITIES AND DUTIES INHERENT TO HAVING BEEN NAMED REGISTERED AGENT AND CONSENTS TO SAME.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida, this 21st day of April, 1999.


James S. Werter
Incorporator


James S. Werter
Registered Agent

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared, James S. Werter, who is personally known to me and who executed the foregoing Articles of Incorporation and Registered Agent, and acknowledges to me that he executed same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Jacksonville, in said County and State, this 21st day of April, 1999.


NOTARY PUBLIC

LYNDA S. HUMMEL
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Aug. 15, 1999
Commission No. CC 488738

FILED
99 APR 22 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA