

P99000042991



PHIPPS VENTURES, INC.

May 6, 1999

FILED
MAY -7 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: Boyle Aviation, Inc.

500002866795--9
-05/07/99--01054--012
*****70.00 *****70.00

Dear Sir:

To effect the incorporation of Boyle Aviation, Inc., we deliver to you herewith the following documents:

1. The signed original and one copy of the Articles of Incorporation; and
2. One check in the amount of \$70 payable to the Department of State in payment of the required filing fees.

We request that you record the enclosed Articles of Incorporation and return a Certificate of Incorporation to our office at the address listed above. Should you have any questions regarding this filing or the enclosed documents, or if you require additional information, please contact the undersigned at 297-6086 at your earliest convenience.

Thank you for your prompt attention to this matter.

Very truly yours,

PHIPPS VENTURES, INC.

By:

David E. Wilder

David E. Wilder

DEW/kr
Enclosure

CP
5-12-99
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**ARTICLES OF INCORPORATION
OF
BOYLE AVIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be: BOYLE AVIATION, INC.

ARTICLE II

PRINCIPAL OFFICE

The initial principal office and mailing address of the Corporation shall be: 3110 Capital Circle NE, Tallahassee, Florida 32308.

ARTICLE III

CAPITAL STOCK

The total number of shares of stock which the Corporation has authority to issue is 10,000 shares of capital stock, all of which shall be designed "common stock," with no par value. The shares of common stock shall have unlimited voting rights and shall be entitled to receive all of the net assets of the Corporation upon liquidation or dissolution.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

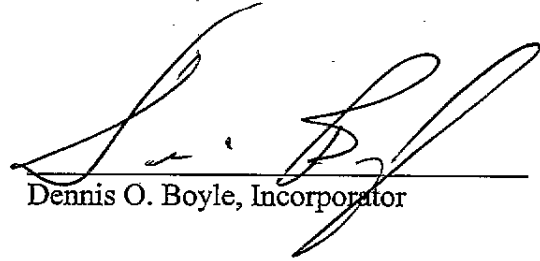
The name and address of the initial registered agent is: Dennis O. Boyle, 3110 Capital Circle NE, Tallahassee, Florida 32308.

ARTICLE V

INCORPORATOR

The name and address of the incorporator is: Dennis O. Boyle, 3110 Capital Circle NE, Tallahassee, Florida 32308.

The undersigned incorporator has executed these Articles of Incorporation this 6th
day of May, 1999.


Dennis O. Boyle, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 or 617.0502, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: BOYLE AVIATION, INC.
2. The name and address of the registered agent and office is:
Dennis O. Boyle, 3110 Capital Circle NE, Tallahassee, Florida 32308.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS 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 COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Dennis O. Boyle

Date: 5/6/99

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TALLAHASSEE, FLORIDA