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LAW OFFICES  
**RONALD T. BEVANS, JR.**  
9300 N.W. 36th Street  
Miami, Florida 33178

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(305) 873-5341

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(305) 873-5919

May 6, 1999

**VIA AIRBORNE EXPRESS**

State of Florida  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32314

**RE: AVIATION SERVICES OF PANAMA CITY, INC.**

Dear Sirs:

100002867801--8  
-05/07/99--01115--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed please find for filing with the Florida Secretary of State the:

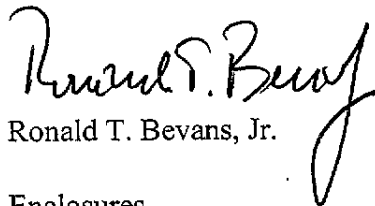
- (1) Articles of Incorporation, and
- (2) Designation of Registered Agent and the Acceptance of Appointment by  
Registered Agent for the above corporation.

I also enclose a check totaling \$78.75, payable to the Secretary of the State for filing of Articles and Designation, and a certified copy, for the corporation, **Aviation Services of Panama City, Inc.**

Please return the certificate of filing and certified copies of the documents to the undersigned at the above address.

Thank you for your assistance in this matter.

Sincerely,



Ronald T. Bevans, Jr.

Enclosures  
RTB/kg

FILED  
1999 MAY -7 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED MAY 12 1999

FILED

1999 MAY -7 AM 10:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**AVIATION SERVICES OF PANAMA CITY, INC.**

The undersigned, hereby acts as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The name of the Corporation (hereinafter called the "Corporation") is **AVIATION SERVICES OF PANAMA CITY, INC.**

**SECOND:** The duration of the Corporation shall be perpetual.

**THIRD:** The purpose for which the Corporation is initially organized, which shall continue to be the purpose of the Corporation until and if the same shall be amended pursuant to the provisions of the Florida Business Corporation Act, shall be to engage in the management and operation of airlines and aviation-related functions. The Corporation shall have all of the powers conferred upon corporations organized under the Florida Business Corporation Act.

**FOURTH:** The aggregate number of shares which the Corporation shall have authority to issue is **TEN MILLION (10,000,000)**, all of which are of **PAR VALUE \$.01** each and are of the same class and are to be Common shares.

**FIFTH:** The address of the Corporation is as follows:

Aviation Services of Panama City, Inc.  
297 Wahoo Road  
Panama City, Florida 32411

**SIXTH:** The address of the initial registered office of the Corporation in the State of Florida and the registered agent of the corporation at such address are as follows:

NAME  
Ronald T. Bevans, Jr.

ADDRESS  
9300 N.W. 36<sup>th</sup> Street  
Suite 2331  
Miami, FL 33178

**SEVENTH:** The number of directors constituting the initial Board of Directors of the corporation shall be Three.

**EIGHTH:** The name and the address of each person who is to serve as an Officer of the Corporation are as follows:

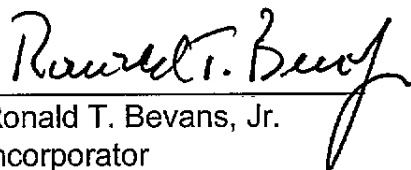
| <u>NAME</u>                         | <u>ADDRESS</u>                               |
|-------------------------------------|--|
| James A. Moore<br>President and CEO | 397 Wahoo Road<br>Panama City, Florida 32411 |

**NINTH:** The name and the address of the incorporator is as follows:

| <u>NAME</u>           | <u>ADDRESS</u>   |
|-----------------------|--|
| Ronald T. Bevans, Jr. | 9300 N.W. 36 <sup>th</sup> Street<br>Suite 2331<br>Miami, FL 33178 |

**TENTH:** The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions including, but not limited to, Officers and Directors, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Dated: May 6, 1999

  
Ronald T. Bevans, Jr.  
Incorporator

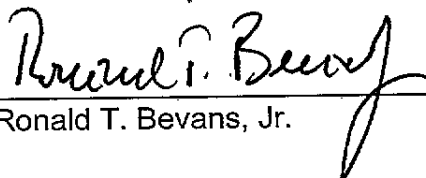
Designation of Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, 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 Aviation Services of Panama City, Inc.
2. The name of the registered agent is Ronald T. Bevans, Jr.
3. The address of the registered agent/registered office is 9300 N.W. 36<sup>th</sup> Street Suite 2331 Miami Florida 33178.

Acceptance of Appointment by Registered Agent


Having been named as registered agent and designated to accept service of process in the State of Florida for the above corporation, 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.

  
Ronald T. Bevans, Jr.

STATE OF FLORIDA     )  
                                  )SS.:  
COUNTY OF DADE     )

On this 6<sup>th</sup> day of May 1999, before me, a Notary Public in and for the State and County aforesaid, personally appeared **Ronald T. Bevans, Jr.** who is personally known to me to be the person named as registered agent in the foregoing Articles of Incorporation of **AVIATION SERVICES OF PANAMA CITY, INC.** and who duly acknowledged to me that he signed the above **ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT.**

Witness my hand and seal of office on the day and year aforesaid.

  
Notary Public, State of Florida

Barbara J. Daniel  
(Print Name of Notary Public)

 Barbara J. Daniel  
My Commission CC626094  
Expires April 10, 2001  
Commission expires: