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June 25, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

RE: **FREE SPOOL CHARTERS, INC.**
Articles of Incorporation
Our File No. F10-00341

700002917097--7
-06/28/99--01089--002
****122.50 *****78.75

Gentlemen:

Enclosed herewith please find executed original and copy of Articles of Incorporation with respect to **ERIC DOWNING, INC.**

Also enclosed please find our check in the amount of \$122.50 in payment of the following fees:

Designation of Registered Agent	35.00
Filing Fee	35.00
Certified Copy	52.50

TOTAL	\$122.50

Please file the Articles of Incorporation and return to the undersigned a certified copy of same. Thank you for your assistance in this matter.

Very truly yours,


J. D. Smith
For the Firm

JDS/slw
cc: Jeff Gill
Enclosures
C:\MyFiles\Users\Slw\F00341\DOS.Articles

EFFECTIVE DATE
6-24-99

FILED
99 JUN 28 AM 10: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN 30 1999

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EFFECTIVE DATE

6-24-99

ARTICLES OF INCORPORATION

OF

FREE SPOOL CHARTERS, INC.

FILED
99 JUN 28 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is FREE SPOOL CHARTERS, INC. and its principal office is located at 121 S. Palafox Street, Pensacola, Florida 32501.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 121 S. Palafox Street, Pensacola, Florida 32501, and the name of this corporation's initial registered agent is Jeffrey P. Gill.

ARTICLE VII
INCORPORATORS

The name and address of the incorporator is Jeffrey P. Gill, 121 S. Palafox Street, Pensacola, Florida 32501.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles
of Incorporation this 24 day of June, 1999.




JEFFREY P. GILL, Incorporator

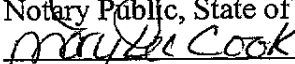
STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 24 day of June,
1999, by JEFFREY P. GILL, who personally appeared before me and who is personally known
to me or who has produced _____ as identification.



Notary Public, State of Florida



(Name of Acknowledged Party)

Commission Expires: _____

Commission No.: _____



MARY LEE COOK
My Commission CC879519
Expires Sep 11 2001

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

FILED
99 JUN 28 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JEFFREY P. GILL, hereby accept the appointment as Registered Agent for FREE
SPOOL CHARTERS, INC., as set forth in its Articles of Incorporation being filed simultaneously
herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this

24 day of June, 1999.



JEFFREY P. GILL