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TRANSMITTAL MEMORANDUM

TO: FLORIDA DEPARTMENT OF STATE
CORPORATIONS DIVISION
P. O. BOX 6327
TALLAHASSEE, FL 32314

DATE: September ¹⁰/₈, 1999
RE: Sky Climer Aviation, Inc.

FILE NO. W-49,714

DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

1. ORIGINAL AND ONE COPY OF ARTICLES OF INCORPORATION.
2. CHECK FOR \$78.75, COVERING:
\$ 35.00 FILING FEE
8.75 CERTIFIED COPY
35.00 REGISTERED AGENT

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-09/13/99-01038-001
*****78.75 *****78.75

PLEASE TAKE THE FOLLOWING ACTION:

PLEASE FILE THE ARTICLES OF INCORPORATION, STAMP THE COPY
PROVIDED AND RETURN TO US IN THE ENCLOSED ENVELOPE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 13 AM 7:18

THANK YOU.

STENSTROM, McINTOSH, COLBERT, WHIGHAM & SIMMONS, P.A.
Attorneys at Law
Post Office Box 4848
Sanford, Florida 32772-4848
Telephone: (407) 322-2171
Orlando: (407) 834-5119
FAX: (407) 330-2379

/s/ FRANK C. WHIGHAM

FRANK C. WHIGHAM, ESQUIRE

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
SKY CLIMER AVIATION, INC.

ARTICLE I - NAME

The name of this corporation is SKY CLIMER AVIATION, INC.,
located at 21 Stone Gate North, Longwood, FL 32779.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing with the
filing of these Articles of Incorporation by the Florida Department
of State pursuant to the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting
any and all lawful business which corporations may conduct pursuant
to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common
stock at \$1.00 par value, which shall be designated "Common
Shares".

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this
corporation is 200 W. First Street, Sanford, Florida, 32771, and
the name of the initial Registered Agent of this corporation
located at that address is FRANK C. WHIGHAM.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

LETA B. CLIMER 21 Stone Gate North
Longwood, FL 32779

ARTICLE VII - INCORPORATOR

The name and address of the persons signing these Articles are:

FRANK C. WHIGHAM 200 West First Street
Sanford, FL 32771

ARTICLE VIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 10 day of September, 1999.



FRANK C. WHIGHAM

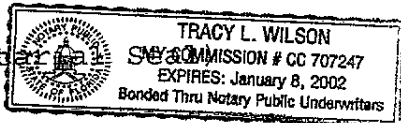
STATE OF FLORIDA)
COUNTY OF SEMINOLE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP 13 AM 7:18

The foregoing instrument was acknowledged before me by FRANK C. WHIGHAM, personally known to me, this 10 day of September, A.D., 1999, or who produced _____ as identification.

(Affix Notary Seal)



Tracy L. Wilson
Notary Public
Print Name: Tracy L. Wilson

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:**

SKY CLIMER AVIATION, INC.

In pursuance to Chapter §48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **SKY CLIMER AVIATION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 21 Stone Gate North, Longwood, FL 32779 has named FRANK C. WHIGHAM located at 200 W. First Street, Sanford, County of Seminole, State of Florida 32771, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above entitled corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

FRANK C. WHIGHAM

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