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September 13, 1999

Department of State  
Division of Corporations  
P.O. BOX 6327  
Tallahassee, FL 32314  
Attention: New Filing Section

400002987364--9  
-09/15/99-01025-006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

To whom it may concern:

Enclosed please find the Articles of Incorporation for ELITE AIR SUPPORT, INC.  
and a check made payable to the Department of State in the amount of \$87.50 for the  
necessary filing fee, certified copy and certificate of status.

If you have any questions or need any additional information, please do not hesitate  
to contact me at once for a prompt reply.

Sincerely,

R. L. Querry

Russell L. Querry, Esq.

(813) 832-6448

FILED  
99 SEP 15 AM 6:52  
SECRETARY OF STATE  
TALLAHASSEE, FL 32314

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**ARTICLES OF INCORPORATION  
OF  
ELITE AIR SUPPORT, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person, competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the applicable laws of the State of Florida.

**ARTICLE I - NAME**

The Name of this corporation shall be ELITE AIR SUPPORT, INC.

**ARTICLE II - NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III - COMMON STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares.

**ARTICLE IV - TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

4350 WEST TAMPA BAY BLVD.  
TAMPA, FL 33607

The initial mailing address shall be:

4350 WEST TAMPA BAY BLVD.  
Tampa, FL 33607

The Name of the Registered Agent of this corporation is TONI T. MIKALAUSKAS whose physical address and mailing address is 4350 West Tampa Bay Blvd., Tampa, Florida 33607.

#### ARTICLE VI - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1).

The name and address of the initial director of this corporation is as follows:

David Raymond Mikalauskas  
4350 West Tampa Bay Blvd.  
Tampa, FL 33607

#### ARTICLE VII - INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

David Raymond Mikalauskas  
4350 West Tampa Bay Blvd.  
Tampa, FL 33607

#### ARTICLE VIII - 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 persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

#### ARTICLE IX - STOCK TRANSFER RESTRICTIONS

If all, or any of the shareholders or subscribers to stock of the corporation shall enter into any agreement among themselves or with the corporation or third persons, abridging, limiting, restricting, or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate, or transfer on the books of the corporation, any and all of the stocks of the corporation held by them, and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such

agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stocks shall be registered so that the shares standing in the name of any person as pledge, trustee, or other fiduciary, may be voted, in person or by proxy, and without proof of authority.

#### ARTICLE X - INSPECTION OF BOOKS

Each shareholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege is conditioned by the provision that the shareholder agrees to indemnify the corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The shareholder may not delegate the right of inspection.

#### ARTICLE XI - TELEPHONE MEETINGS

Members of the Board of Directors or an executive committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

#### ARTICLE XII - PARTLY PAID SHARES

The Board of Directors may by resolution authorize the issue of the whole or any part of the shares of stock of the corporation as partly paid, subject to the provisions of the Florida Statutes.

#### ARTICLE XIII - INTERESTED DIRECTORS OR OFFICERS

No contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected, or invalidated by the fact that any officer or officers, director or directors of the corporation is a party to, or are the parties to, or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director or an officer of the corporation is hereby relieved from any liability that might otherwise exist

from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

#### ARTICLE XIV - BY-LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XV - LONG TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for a period longer than one year, and any charter or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

#### ARTICLE XVI

##### DIRECTORS RELIANCE ON CORPORATE RECORDS

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith determining the amount available for dividends or distribution he considers assets to be of ample value.

IN WITNESS WHEREOF the undersigned being the incorporator of this corporation, execute these Articles of Incorporation and certify to the truth of the facts stated herein, this 13th day of September, 1999.

David Mikalauskas

David R. Mikalauskas as:

Incorporator

# REGISTERED AGENT RESPONSIBILITY STATEMENT

I am familiar with, and accept the duties and responsibilities as registered agent for said corporation.



Toni T. Mikalauskas as:  
Registered Agent

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