

AvAirPros Management, Inc.

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October 20, 1999

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*****78.75 *****78.75

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

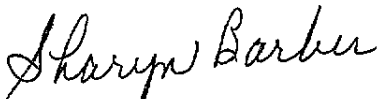
Dear Sirs:

Enclosed please find the following:

1. Articles of Incorporation for AvAirPros Management, Inc.
2. A check in the amount of \$78.75 to cover the filing fee, designation of registered agent and for return of a certified copy of the Articles.

Please call me at 941-262-0010 if you require any further information.

Yours truly,



Sharyn Barber
Manager

encls.

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TALLAHASSEE, FLORIDA

Corporate Office
2640 Golden Gate Parkway
Naples, Florida 34105
(941) 262-0010 - FAX (941) 262-8808

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ARTICLES OF INCORPORATION
OF
AVAIRPROS MANAGEMENT, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporations Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

AvAirPros Management, Inc.

The principal place of business of the corporation shall be:

2640 Golden Gate Parkway, Suite 301, Naples, Florida 34105

ARTICLE II - PURPOSE

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, Canada, the State of Florida, or any other state, county, territory or nation involving but not limited to aviation activities involving airports, airport terminal management services, airport development and land use, aviation financing and leasing, and consulting to the private and public sector regarding any and all aspects of aviation.

ARTICLE III - STATED CAPITAL

The corporation is authorized to issue 45,000 shares of non-voting common stock and 5,000 shares of voting common stock. Each share of common stock shall have a par value of 1 cent (\$.01).

Shares of common stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares of

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common stock may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE IV - PERPETUITY

The corporation will exist in perpetuity.

ARTICLE V - INITIAL OFFICERS AND BOARD OF DIRECTORS

The names and street addresses of the initial officers and directors, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

Phillip A. Strohm President of the corporation Chairman of the Board	2640 Golden Gate Parkway, Suite 301 Naples, FL 34105
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Steven P. Chivington Vice President of the corporation Director	2640 Golden Gate Parkway, Suite 301 Naples, FL 34105
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Sharyn Barber Secretary of the corporation Director	2640 Golden Gate Parkway, Suite 301 Naples, FL 34105
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ARTICLE VI - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation are:

Phillip A. Strohm	2640 Golden Gate Parkway, Suite 301 Naples, FL 34105
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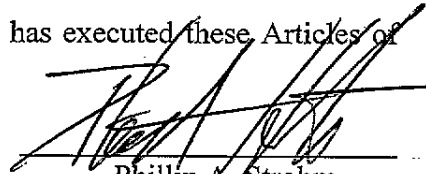
ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE VIII - AMENDMENT

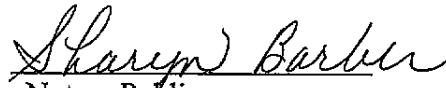
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto.

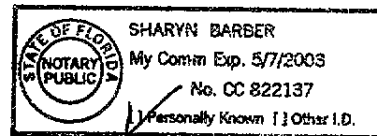
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of October, 1999.


Phillip A. Strohm
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

THE FOREGOING instrument was acknowledged and sworn to before me this 20th
day of October, 1999, by Phillip A. Strohm, of AvAirPros Management, Inc.


Notary Public



CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is AVAIRPROS MANAGEMENT, INC.
2. The name and address of the registered agent and office is:

Phillip A. Strohm
2640 Golden Gate Parkway, Suite 301, Naples, FL 34105

Signature: _____

Phillip A Strohm

Title: _____

Chairman of the Board

Date: _____

10-20-99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature: _____

Phillip A Strohm

Date: _____

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