

SMITH & STONESTREET, P.A.

ATTORNEYS AT LAW

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99000095326

October 26, 1999

Department of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

100003028061--3  
-10/28/99--01059--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Florida Helicopter Corporation

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above referenced corporation for filing. Also enclosed is a check in the amount of \$78.75 to cover your fees.

If you have any questions, please do not hesitate to contact our office.

Sincerely,

*Daphne K. Stonestreet*

Daphne K. Stonestreet

DKS/dm  
Enclosures

FILED  
99 OCT 28 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**FLORIDA HELICOPTER CORPORATION**

I, THE UNDERSIGNED, being natural person of legal age, do hereby desire to form a corporation under the laws of the state of Florida, and do hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the corporation shall be FLORIDA HELICOPTER CORPORATION, a Florida corporation. The principal place of business of this corporation shall be 1673 Hangar Road, Sanford, Florida 32773.

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

This corporation shall have those powers authorized or permitted by law or otherwise, it being the intention that this corporation shall have the right to engage in any business or activity not expressly prohibited by applicable law of the state of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock of this corporation which the corporation is authorized to have outstanding at any one time is 500 shares of common capital stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors of this corporation.

The name and number of shares of the shareholders of this corporation are as follows:

BRAD CLARK

500 shares

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TALLAHASSEE, FLORIDA

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1673 Hangar Road, Sanford, Florida 32773, and the name of the initial Registered Agent of this corporation at that address is: Brad Clark.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The business of the corporation shall be conducted and managed by a Board of Directors consisting of not less than one member, as fixed from time to time by the By-Laws of this corporation, and the Board of Directors shall be elected or appointed by the shareholders of the corporation but it shall not be necessary for any such director to be a shareholder of the corporation.

The name and address of the members of the first Board of Directors who shall hold office until his successors are elected and qualified is:

BRAD CLARK

1673 Hangar Road  
Sanford, Florida 32773

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of this corporation is:

BRAD CLARK

1673 Hangar Road  
Sanford, Florida 32773

ARTICLE VII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this corporation.

## ARTICLE VIII

### INDEMNIFICATION

Every director, officer, employee or agent of the corporation shall be indemnified by the corporation against all expenses and liabilities including attorney fees, reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made a part or in which he or she may become involved by reason of his or her employment or by reason of his or her being or having been a director, officer, employee or agent of the corporation, or any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee or agent is adjudged liable for gross negligence or willful and wanton misconduct in the performance of his or her duties as such officer, director, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee or agent may be entitled.

## ARTICLE IX

### AMENDMENT

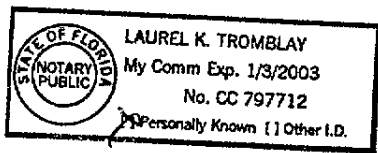
The corporation reserves the right to amend, alter, change, repeal and revise any of the provisions of this corporation's Articles of Incorporation in the manner now, or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 22 day of OCTOBER, 1999.

  
BRAD CLARK

STATE OF FLORIDA  
COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 22 day of  
October, 1999, by BRAD CLARK, who is personally known to me and who did  
take an oath.



*Laurel K. Tromblay*  
Notary Public  
Laurel K. Tromblay, CC 797712

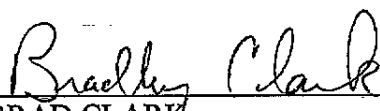
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

IN PURSUANCE of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that FLORIDA HELICOPTER CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Sanford, County of Seminole, State of Florida, has named BRAD CLARK of 1673 Hangar Road, Sanford, Florida 32773, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-named corporation, at the 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.

  
\_\_\_\_\_  
BRAD CLARK  
Registered Agent