

ATTORNEYS AT LAW

BLAKE, TORRES & MULLER, P.A.

GLENN M. BLAKE, Esq.
JUAN F. TORRES III, Esq.
GEORGE H. MULLER, Esq.

December 9, 1999

Division of Corporations
New Filings Section
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

800003068189--5
-12/13/99--01120--004
*****70.00 *****70.00

Re: Lucas Airways, Inc.

To Whom It May Concern:

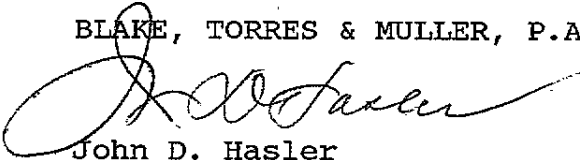
Please find enclosed original and one copy of Articles of Incorporation of Lucas Airways, Inc., for filing, together with our firm's check for \$70.00.

Kindly return the duplicate copy to me following filing.

Your cooperation in this matter is greatly appreciated.

Yours truly,

BLAKE, TORRES & MULLER, P.A.


John D. Hasler
For the Firm
JDH/paf

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

LUCAS AIRWAYS, INC.

ARTICLE I

The name of the corporation is LUCAS AIRWAYS, INC.

ARTICLE II

This corporation shall have perpetual existence, commencing as of the time these ARTICLES are filed by the Department of State, Division of Corporations.

ARTICLE III

This corporation is formed to operate an air-charter service for passengers and cargo, and to rent and lease aircraft, and to provide and service aircraft hanger maintenance. It shall also be empowered to transact and perform any and all lawful businesses for which corporations may be authorized under the Laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue one thousand shares of common stock with each share having a par value of ten dollars (\$10.00).

ARTICLE V

The corporation shall have two directors. The initial directors are:

ROBERT K. LUCAS, 455 3RD LANE, S.W., VERO BEACH, FL 32962

PAUL L. LUCAS, 455 3RD LANE, S.W., VERO BEACH, FL 32962

These directors will serve until the first election of directors, under the provisions set forth in the corporate by-laws to be adopted.

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TALLAHASSEE, FLORIDA

ARTICLE VI

The names and addresses of the persons signing the ARTICLES:

ROBERT K. LUCAS, 455 3RD LANE, S.W., VERO BEACH, FL 32962

PAUL L. LUCAS, 455 3RD LANE, S.W., VERO BEACH, FL 32962

ARTICLE VII

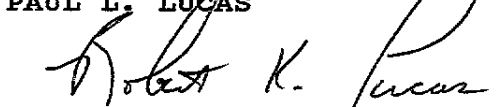
The address of the initial registered office shall be 455 3RD LANE, S.W., VERO BEACH, FL 32962, and the initial Registered Agent at that address is PAUL L. LUCAS.

ARTICLE VIII

The corporation reserves the right to amend or repeal any provisions contained in these ARTICLES or any amendment under the laws of the State of Florida.


IN WITNESS WHEREOF the undersigned subscribers have executed these ARTICLES OF INCORPORATION, this 9th day of December, 1999.


PAUL L. LUCAS


ROBERT K. LUCAS

STATE OF FLORIDA)
)
COUNTY OF ST. LUCIE)

SUBSCRIBED AND SWORN TO BEFORE ME this 9th day of December, 1999, by PAUL L. LUCAS and ROBERT K. LUCAS, personally known to me to be the signers hereof.


NOTARY PUBLIC

State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
JOHN DANIEL HASLER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC330764
MY COMMISSION EXP. FEB. 16, 2000

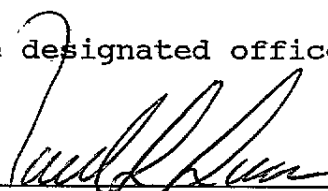
CERTIFICATE OF REGISTERED AGENT

In compliance with the applicable statutes, the following is submitted:

That **LUCAS AIRWAYS, INC.**, desiring to organize under the laws of the State of Florida, with the principal office of the Corporation at **455 3RD LANE, S.W., VERO BEACH, FL 32962**, has named **PAUL L. LUCAS** at said address as its agent to accept service of process in the State.

ACKNOWLEDGEMENT


Having been named to accept service of process for the aforementioned Corporation, **LUCAS AIRWAYS, INC.**, at the place designated in this certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of the law of the State of Florida relative to keeping the designated office open.



PAUL L. LUCAS, Registered Agent

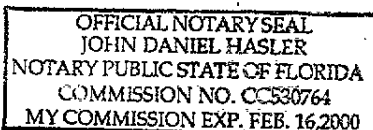
STATE OF FLORIDA)
)
COUNTY OF ST. LUCIE)

Sworn to and subscribed before me this 9th day of December, 1999, by **PAUL L. LUCAS**, known to me to be the person who executed this Acknowledgment.



NOTARY PUBLIC
State of Florida At Large

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA