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ACCOUNT NO. : 072100000032  
REFERENCE : 966509 4612404  
AUTHORIZATION :  
COST LIMIT : \$ PPD

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 18 AM 8:46

ORDER DATE : September 18, 1998  
ORDER TIME : 10:59 AM  
ORDER NO. : 966509-005  
CUSTOMER NO: 4612404

CUSTOMER: James A. Martin, Jr., Esq  
MACFARLANE FERGUSON & MCMULLEN  
Suite 200  
625 Court Street  
Clearwater, FL 33756

300002643323  
-09/18/98-01058-022  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: ~~AIR 1 AVIATION, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

2544  
W98-2471

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

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September 18, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: AIR-1 AVIATION, INC.  
Ref. Number: W98000021471

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for AIR-1 AVIATION, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 098A00047436

ARTICLES OF INCORPORATION

OF

AIR-1 AIRCRAFT, INC.

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DIVISION OF CORPORATIONS  
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ARTICLE I

Name

The name of this corporation is: AIR-1 AIRCRAFT, INC.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares at One (\$1.00) Dollar par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Principal Office and Registered Agent

The street address of the principal office of this corporation is 625 Court Street, Suite 200, Clearwater, FL 33756, and the name of the initial registered agent of this corporation at that address is James A. Martin, Jr.

ARTICLE VII

Initial Board of Directors and Officers

This corporation shall have one (1) director and/or officer initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
James A. Martin, Jr.	625 Court Street Suite 200 Clearwater, FL 33756	Pres/Director

ARTICLE VIII

Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
James A. Martin, Jr.	625 Court Street Suite 200 Clearwater, FL 33756

ARTICLE IX

By-Laws

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

ARTICLE X

Shareholder Quorum and Voting

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

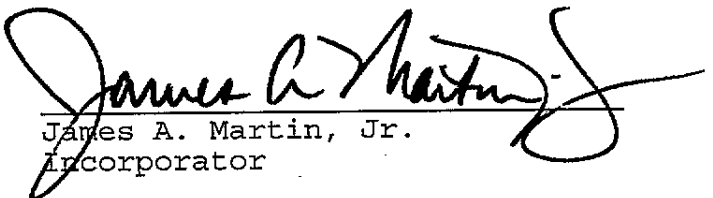
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

Amendment

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

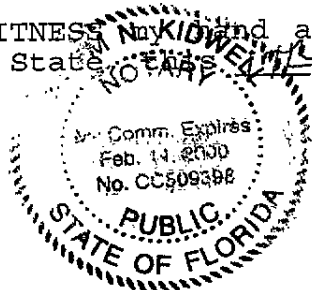
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of September, 1998.

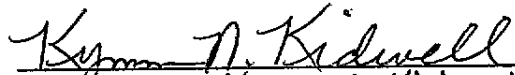
  
James A. Martin, Jr.  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JAMES A. MARTIN, JR., to me personally known to be the individual described in and who executed the foregoing instrument or who has produced N/A as identification and who did take an oath and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 17<sup>th</sup> day of September, 1998.



  
Print Name Kymm N. Kidwell  
Notary Public  
My Commission Expires: 2-14-2000  
#ce509398

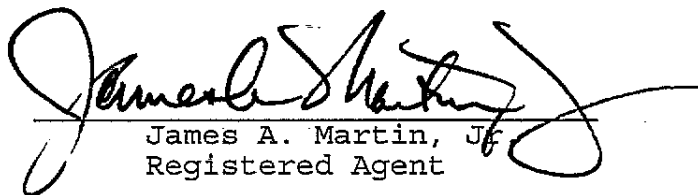
**CERTIFICATE DESIGNATING PLACE OF RESIDENCE  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First -- That AIR-1 AIRCRAFT, INC., 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 Clearwater, County of Pinellas, State of Florida, has named **JAMES A. MARTIN, JR.**, located at 625 Court Street, Suite 200, Clearwater, Pinellas County, Florida 33756, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated 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.

  
James A. Martin, Jr.  
Registered Agent

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