

P030000 80787

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800021012798

07/23/03--01004--024 \*\*35.00

07/23/03--01004--025 \*\*35.00

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 JUL 23 PM 1:58

BR 7/23



RIDER BENNETT

Attorneys at Law  
A Limited Liability Partnership  
333 South Seventh Street  
Suite 2000  
Minneapolis, MN 55402

Telephone • 612 • 340 • 8900  
Fax • 612 • 340 • 7900  
www.riderlaw.com

Thomas I. Barnes  
(612) 340-8915  
tibarnes@riderlaw.com

July 9, 2003

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation – F<sup>3</sup> Aviation, Inc..  
File No. 8923/94-4249

RECEIVED  
03 JUL 16 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed for filing please find the original Articles of Incorporation of F<sup>3</sup> Aviation, Inc, together with a check made payable to the Florida Department of State in the amount of \$35.00 to cover the cost of filing and incorporation. Also enclosed, please find a self-addressed stamped envelope for return of the filed document to our office.

Please call me at the number above, if there is any problem with this filing or if any further information is needed.

Thanks for your assistance with this matter.

Very truly yours,

RIDER, BENNETT, LLP

By

Thomas I. Barnes

10-20149

**ARTICLES OF INCORPORATION**  
**OF**  
**F<sup>3</sup> AVIATION, INC.**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 JUL 23 PM 1:58

The undersigned incorporator, for the purpose of forming a corporation pursuant to the provisions of Chapter 607, Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation:

**ARTICLE I.**

**Name**

The name of this corporation is F<sup>3</sup> Aviation, Inc. (the "Corporation").

**ARTICLE II.**

**Principal Office**

The street address and mailing address of the principal office of the Corporation is 3560 Ambassador Road, Wellington, FL 33414.

**ARTICLE III.**

**Initial Registered Agent and Office**

The name and address of the initial registered agent and office is as follows:

**NAME**

**ADDRESS**

John Fleischhacker

3560 Ambassador Road  
Wellington, FL 33414

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**ARTICLE IV.**

**Incorporator**

The name and address of the incorporator is as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Barry F. Clegg	Rider Bennett, LLP 333 South Seventh Street, Suite 2000 Minneapolis, MN 55402

**ARTICLE V.**

**First Board Of Directors**

The name and address of the Corporation's first Board of Directors is as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
John Fleischhacker	3560 Ambassador Road Wellington, FL 33414

**ARTICLE VI.**

**Capital**

The aggregate number of shares that the Corporation shall have authority to issue is One Thousand (1,000), such shares being common voting shares designated as "Common Stock" and having no par value, except that, for purposes of the determination of foreign corporation qualification, franchise fees or similar charges, the Common Stock shall be deemed to have a par value of One Cent (\$.01) per share.

**ARTICLE VII.**

**Denial Of Cumulative Voting**

Voting by shareholders for election of directors shall not be cumulative.

**ARTICLE VIII.**

**Denial Of Preemptive Rights**

The shareholders of the Corporation shall have no preemptive right to acquire unissued securities or rights to purchase securities of the Corporation, whether now or hereafter authorized.

**ARTICLE IX.**

**Actions By Shareholders**

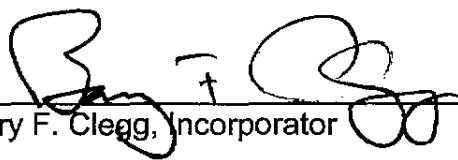
The shareholders shall take action, including action to amend these Articles of Incorporation, by the affirmative vote of the holders of a majority of the voting shares present or represented at a meeting of the shareholders, unless a larger number or proportion is required by law or a shareholder control agreement.

**ARTICLE X.**

**Limitation Of Director Liability**

To the fullest extent permitted by Chapter 607 of the Florida Statutes, as amended from time to time, a director of this Corporation shall not be personally liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. No amendment or repeal of the foregoing sentence shall have any effect on the liability of any director of this Corporation with respect to acts or omissions of such director prior to such amendment or repeal.

**IN WITNESS WHEREOF**, the below-named has executed these Articles of Incorporation effective as of this 9<sup>th</sup> day of July, 2003.

  
\_\_\_\_\_  
Barry F. Clegg, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By:   
John Fleischhacker

Date: