

F01000005989

CORPORATION(S) NAME

Fly On, Inc.

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TALLAHASSEE, FLORIDA

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-11/19/01 01042-010
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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> CUS |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Mail Out | | <input checked="" type="checkbox"/> Pick Up |

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Name _____
Availability _____
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Verifier _____
W.P. Verifier _____

11/19/01

Order#: 4809500

Ref#: _____

Amount: \$ _____

BK

CB

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Fly On, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Nevada 3. 58-2641300
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 1, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Haber Corporation, 16830 Ventura Blvd., #501, Encino, CA 91436
(Current mailing address)

8. Touring Band
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System



(Registered agent's signature)

DAVID I. FARBER
ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached List

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached list

Address: _____

Vice President: _____

Address: _____

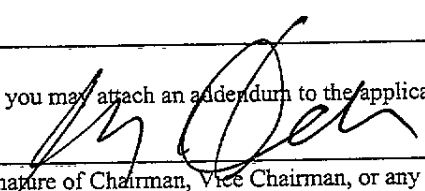
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

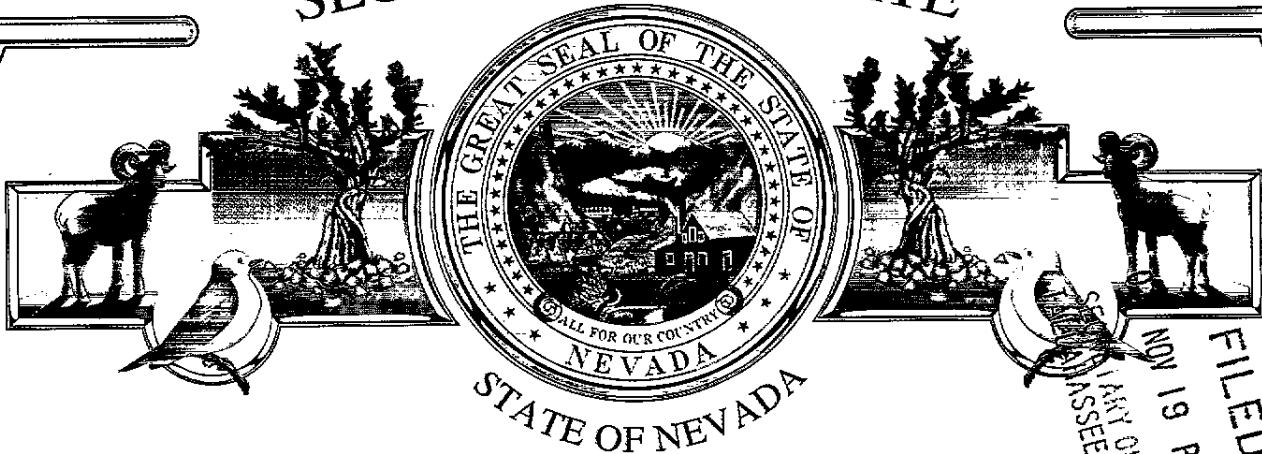
14. Gary Haber, Secretary
(Typed or printed name and capacity of person signing application)

OFFICERS AND DIRECTORS
OF
FLY ON, INC.

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TALLAHASSEE, FLORIDA

| <u>NAME</u> | <u>TITLE</u> | <u>ADDRESS</u> |
|-----------------|----------------|--|
| Gary Rossington | President | 1801 Bermingham Road Alpharetta, GA 30003 |
| Gary Haber | Secretary | 16830 Ventura Blvd., #501 Encino, CA 91436 |
| Johnny Van Zant | Treasurer | 4619 Plymouth Street Jacksonville, FL 32207 |
| Billy Powell | Vice President | 5730 Swamp Fox Road Jacksonville, FL 32210 |
| Gary Rossington | Director | 1801 Bermingham Road Alpharetta, GA 30003 |
| Johnny Van Zant | Director | 4619 Plymouth Street Jacksonville, FL 32207 |
| Billy Powell | Director | 5730 Swamp Fox Road Jacksonville, FL 32210 |

SECRETARY OF STATE



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CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **FLY ON, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 31, 2001, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on November 14, 2001.



Dean Heller

Secretary of State

By

Nick Bushman

Certification Clerk