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JOSEPH D. KROL
LOUIS OSSINSKY, JR.

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April 17, 2000

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*****78.75 *****78.75

Division of Corporations
ATTENTION: New Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: Deland Composite Squadron, Inc., a non-profit
corporation

FILED
00 APR 20 AM 7:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed please find original and one copy of proposed Articles of Incorporation and Designation of Resident Agent duly executed for the above mentioned corporation. If you find same to be in order, please file the original and certify the enclosed copy and return to our office.

Also enclosed is check in the amount of \$78.75 for filing fee and certified copy.

Cordially yours,

OSSINSKY AND KROL


Louis Ossinsky, Jr.

LO,JR/ks
Enclosures
cc: Mr. Richard J. Taracka, Jr.

F. CHESNEN APR 25 2000

ARTICLES OF INCORPORATION
OF
DELAND COMPOSITE SQUADRON, INC.
a non-profit corporation

FILED
00 APR 20 PM 7:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation:

ARTICLE I

The name of the corporation shall be: DELAND COMPOSITE SQUADRON,
INC.

The initial registered office of this corporation shall be: 1469 Highridge
Avenue, Daytona Beach, Florida 32124

The initial registered agent at that address is: Richard J. Taracka, Jr.

ARTICLE II

The period of the duration of this corporation is perpetual unless dissolved
according to law.

ARTICLE III
MEMBERSHIP

The qualifications for members and membership in the manner of their
admission as members of the corporation shall be as regulated by the by-laws of this
corporation.

ARTICLE IV

The purposes for which the corporation is organized are:

- a. Promote the education of persons 11 years and older in the areas of aerospace education, leadership, community service, emergency services (including disaster relief and search and rescue).
- b. Provide an organization to encourage and aid American citizens in the contribution of their efforts, services, and resources in the development of aviation and in the maintenance of aerospace supremacy.
- c. Encourage and develop by example the voluntary contribution of private citizens to the public welfare.
- d. Provide aviation and aerospace education and training especially to its senior and cadet members.
- e. Encourage and foster civil aviation in local communities.
- f. Provide an organization of private citizens with adequate facilities to assist in meeting local and national emergencies.
- g. Provide other charitable services to the citizens of Volusia County, and State of Florida, as may be appropriate.

ARTICLE V

The number constituting the initial Board of Directors of the corporation shall be not less than three (3) and not more than five (5). The names and addresses of the persons who are to serve initially are:

NAME

ADDRESS

Laura L. Gonzales

1167 Cambridge Street
Deltona, FL 32725

William Latham

431 N. Marydel Avenue
Deland, FL 32720

Richard J. Taracka, Jr.

1469 Highridge Avenue
Daytona Beach, FL 32124

Heather N. Taracka

1469 Highridge Avenue
Daytona Beach, FL 32124

Directors shall serve for a one (1) year term or until their successors are elected. Election shall be by majority vote of those present in person or by proxy.

ARTICLE VI

There shall be four (4) officers of the corporation as elected by the Board of Directors. There shall be a President, Vice-President, Secretary and Treasurer. There may be additional officers as the Board of Directors may determine from time to time. The President shall act as chief executive officer of the corporation and shall upon resolution of the Board of Directors be authorized to execute contracts and other documents on behalf of the corporation. The Vice-President shall act in the place of the President when he is not available. The Secretary shall keep the minutes of the corporation. The Treasurer shall record all funds on behalf thereof, and pay the expenses thereof from the assets of the corporation available from time to time. All officers shall have such additional duties as may be determined by the Board of Directors from time to time.

The officers shall serve at the pleasure of the Board of Directors.

The initial officers shall be:

Richard J. Taracka, Jr.

President

Heather N. Taracka

Vice-President

Laura L. Gonzales

Treasurer

William Latham

Secretary

ARTICLE VII

This corporation is organized under a non-stock basis.

ARTICLE VIII

The corporation shall have the following powers, to-wit:

(a) Have succession by its corporate name for the period set forth in its Articles of Incorporation.

(b) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

(c) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporate not for profit".

(d) Elect or appoint such officers and agents as its affairs shall require.

(e) Adopt, change, amend and repeal bylaws not inconsistent with law or these Articles of Incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.

(f) Increase, by a vote of its members case as the By-Laws may direct, the number of its Board members so that the number shall not be less than three (3) but may be any number in excess thereof.

(g) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.

(h) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted under the laws of the State of Florida governing corporations not for profit, in any state, territory, district, or possession of the United States or any foreign country.

(i) Purchase, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

(j) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein.

(k) Sell, convey, mortgage, pledge, lease, exchanges, transfer or otherwise dispose of all or any part of its property and assets.

(l) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

(m) Lend money for its corporate purposes, invest, and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(n) Sponsor, operate and conduct fund raising ventures or projects for the benefit of the corporation; make donations for the public welfare, charitable, or other similar purposes.

(o) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

(p) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

(q) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(r) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.

(ii) A corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

(s) Notwithstanding any other provision of these Articles, in the event of dissolution of this corporation, the residual assets thereof will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any future Internal Revenue Code or to the federal, state, or local government for exclusive public purposes. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Volusia County, Florida, in accordance with Chapter 617 of the Florida Statutes.

ARTICLE IX

The name and address of each incorporator is:

NAME

ADDRESS

Laura L. Gonzales

1167 Cambridge Street
Deltona, FL 32725

William Latham

431 N. Marydel Avenue
Deland, FL 32720

Richard J. Taracka, Jr.

1469 Highridge Avenue
Daytona Beach, FL 32124

Heather N. Taracka

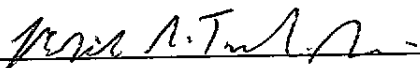
1469 Highridge Avenue
Daytona Beach, FL 32124

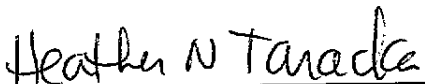
ARTICLE X

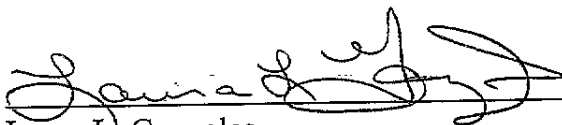
The corporation may, in its By-Laws, confer powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.


The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 12th day of April, 2000.


Richard J. Taracka, Jr.


Heather N. Taracka


Laura L. Gonzales


William Latham

STATE OF FLORIDA
COUNTY OF VOLUSIA

THE FOREGOING instrument was acknowledged and sworn to before me
this 12th day of April, 2000, by RICHARD J. TARACKA, JR., who is personally
known to me or produced drivers license as identification, and who did not take an
oath.



Katrina G. Smith
Notary Public
State of Florida at Large
My commission expires: 2/25/2004

STATE OF FLORIDA
COUNTY OF VOLUSIA

THE FOREGOING instrument was acknowledged and sworn to before me
this 12th day of April, 2000, by HEATHER N. TARACKA, who is personally known
to me or produced drivers license as identification, and who did not take an oath.



Katrina G. Smith
Notary Public
State of Florida at Large
My commission expires: 2/25/2004

STATE OF FLORIDA
COUNTY OF VOLUSIA

THE FOREGOING instrument was acknowledged and sworn to before me
this 12th day of April, 2000, by LAURA L. GONZALES, who is personally known
to me or produced personally known as identification, and who did not take an oath.



Connie Tumminello
Notary Public
State of Florida at Large
My commission expires:

STATE OF FLORIDA
COUNTY OF VOLUSIA

THE FOREGOING instrument was acknowledged and sworn to before me
this 13th day of April, 2000, by WILLIAM LATHAM, who is personally known to
me or produced _____ as identification, and who did not take an oath.

Sandra L. Casto

Notary Public
State of Florida at Large
My commission expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: DELAND COMPOSITE SQUADRON, INC.
2. The name and address of the registered agent and office is:

Richard J. Taracka, Jr.
1469 Highridge Avenue
Daytona Beach, FL 32124

FILED
00 APR 20 AM 7:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE: Richard J. Taracka, Jr.
(corporate officer)
TITLE: President
DATE: April 12, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE: Richard J. Taracka, Jr.
(Registered Agent)
DATE: April 12, 2000