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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 9, 2000

Department of State
Division of Corporation
Po Box 6327
Tallahassee, Florida 32314

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-05/11/00--01068--012
*****70.00 *****70.00

Subject: Millennium Ultralights Corporation

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 for the filing fee.

Sincerely,



Robert C. Owens
1500 San Remo
Suite 145
Coral Gables, Florida 33146

B+ 5/15/00 ✓

ARTICLES OF INCORPORATION

OF

MILLENNIUM ULTRALIGHTS CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, being of legal age, for the purpose of forming a corporation under the laws of the Florida Not For Profit Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF CORPORATION

The name of the corporation shall be: **Millennium Ultralights Corporation.**

ARTICLE II: PRINCIPAL OFFICE

The initial principal office and mailing address shall be at 1500 San Remo, Suite 145, Coral Gables, Florida 33146, to the attention of Robert C. Owens.

ARTICLE III: PURPOSE

The specific purposes for which the corporation is organized are: Fostering knowledge, education, training, awareness and experience of and with ultralight airborne vehicles and ultralight flying. The corporation may also engage in any other related or unrelated not for profit endeavor or activity permitted under the laws of the United States and of this State.

ARTICLE IV: POWERS

The corporation shall have the power to acquire, own, lease, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, lease, use and dispose of real or personal property in connection with the purposes of the corporation, to exercise all powers necessary or convenient to the furtherance of the purposes for which the corporation is organized; and to

exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have the additional powers specified in its bylaws.

ARTICLE V: MANAGEMENT OF THE CORPORATION

Management of the corporation shall be vested in the corporation's board of directors, the members of which shall be not less than three.

ARTICLE VI: MANNER OF ELECTION OF DIRECTOR

The initial board of directors of the corporation shall be appointed by the Incorporator at the organizational meeting of the corporation. The number and method of election of the directors of the corporation who shall serve following the terms of the initial directors of the Corporation shall be as stated in the bylaws.

ARTICLE VII: MEMBERS

The Corporation shall have one or more classes of members, who shall be admitted to membership pursuant to such criteria and procedures as shall be stated in the bylaws.

ARTICLE VIII: INITIAL REGISTERED AGENT and STREET ADDRESS

The name and Florida street address for the initial registered agent are: Robert C. Owens, 1500 San Remo, Suite 145, Coral Gables, Florida 33146.

ARTICLE IX INCORPORATOR

The name and street address of the Incorporator of this corporation is:

Robert C. Owens
1500 San Remo, Suite 145
Coral Gables, Florida 33146

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto sets his hand and seal this 9th day of May, 2000.


Robert C. Owens

STATE OF FLORIDA)

COUNTY OF DADE)

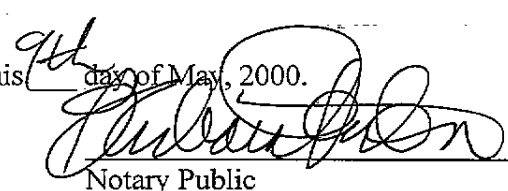
BEFORE ME, the undersigned authority, personally appeared Robert C. Owens to me well known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 9th day of May, 2000.



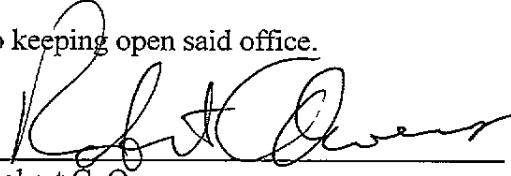
Barbara A. Teuten
Commission # GG 856607
Expires Sep. 3, 2003
Bonded thru
Atlantic Bonding Co., Inc.

My Commission Expires:


Notary Public
State of Florida

ACKNOWLEDGMENT

The undersigned having been named Registered Agent to accept service of process for Millennium Ultralights Corporation at 1500 San Remo, Suite 145 Coral Gables, Florida 33146 designated in the Articles of Incorporation, hereby agrees to act in this capacity and agrees to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.

A handwritten signature in black ink, appearing to read "Robert C. Owens", is written over a horizontal line.

Robert C. Owens
Registered Agent

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TALLAHASSEE, FLORIDA