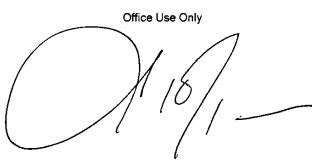
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FROM: John H. DeLoach, Esq. Name (Printed or typed) Williams Gaucher Law Firm P.O. Box 4128 Address				
NOTE	850-380 Davime Tel	ginal and one copy of t	Lander When the articles.	

ARTICLES OF INCORPORATION OF HEART OF FLORIDA AIRSHOW, INC.

The undersigned, desiring to form a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, hereby adopt the following Articles of Incorporation:

Article I- Name

The name of the Corporation is Heart of Florida Airshow, Inc.

Article II - Principal Office

The principal place of business and mailing address of the Corporation shall be INE 18T Avenue, Suite 100, Ocala, Florida 34471.

Article III - Purpose

The general nature, objectives and purposes of this Corporation are that it be organized and operated exclusively as a not-for-profit corporation and for charitable purposes pursuant to Section 501(c)(3) of the Internal Revenue Code (the "Code"), as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Laws. Specifically, the purpose of the Corporation is the transaction of any lawful activity, including, but not limited to, promotion and operation of an airplane show that will provide educational opportunities in Central Florida. The Corporation is not organized, and shall not be operated, for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of or be distributable to any Director, member, or other private individual.

Article IV - Manner of Election

The manner of election of Directors shall be stated in the Corporation's Bylaws.

Article V - Directors

Medic heopole	and their addresses are: 1 NE 151 Ave, Switel	100,000 kg Fl 34471
James Gallacher	295 NW 24 Ave	Gainesville F/ 32605 Gainesville F/ 32607
Meric Starr	8436 NW 47h A1	Gainthuille F1 32607
Jay Curtis	8376 DE 1911 AU	OCala, FL 34479
CHARLES STORMS	3221 SW 87 TAPL	OCALA, FL 34474

Article VI - Initial Registered Agent

The name and Florida street address of the registered agent of the Corporation is

Mark A. Leopold, INE 197 Avenue, Suite 100, Ocala, FL 34471

Article VII - Incorporators

The Incorporators and their addresses are:

Mark Starr Mark Leopold	INE 157 Avenue, Suite 100, Crala, FL 37471
	Moch Stan
	Print or type name. "Incorporator"
	Signature Mark A LEO POD

Print or type name. "Incorporator"

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

Signature

Print or type name. "Registered Agent"

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