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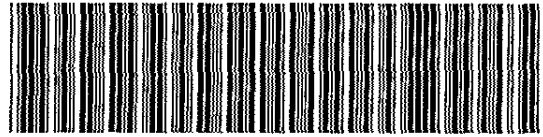
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

VH



The Law Office of
Aaron Zmarzlinski, P.A.
390 North Orange Avenue, 23rd Floor
Orlando, Florida 32801
Tel: (407) 956-1090
Fax: (866) 372-4316

October 8, 2007

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

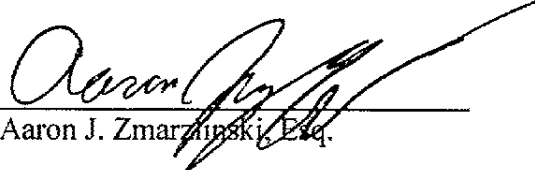
Re: Orlando Air Fair, Inc.

To Whom It May Concern:

Enclosed are the original and three copies of the articles of incorporation of Orlando Air Fair, Inc., a Florida Not-For-Profit corporation. Please file these articles and provide me with two Certificates of Status and two certified copies. I have enclosed a check for \$105.00, the breakdown of which follows:

Filing Fee:	\$35.00
Registered Agent Fee:	\$35.00
2x Certificate of Status:	\$17.50
2x certified copy:	\$17.50
Total:	\$105.00

If you have any questions, please contact Aaron J. Zmarzlinski, Esq. at the address and phone numbers on this letterhead. Thank you for your time.


Aaron J. Zmarzlinski, Esq.

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TALLAHASSEE, FLORIDA

Articles of Incorporation of Orlando Air Fair, Inc.

A Florida Not-For-Profit Corporation

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-For-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation.

Article I

Name

The name of the corporation is as follows: Orlando Air Fair, Inc.

Article II

Address

The address of the principal office and the mailing address of the corporation are: 4525 Vineland Road, Suite 209, City of Orlando, Orange County, State of Florida.

Article III

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is: 390 North Orange Avenue, 23rd Floor, City of Orlando, Orange County, State of Florida. The name of its initial registered agent at that address is: The Law Office of Aaron Zmarzinski, P.A.

Article IV

No Members

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

Article V
Not-For-Profit

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

Article VI
Duration

The duration (term) of the corporation is perpetual.

Article VII
Purposes

The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to the following:

A. To foster, promote, and encourage all aspects of child safety to adults and children within the community.

B. To organize and provide education on child safety to adults and children within the community.

C. To cooperate with and assist governmental agencies and private businesses in the development of programs relating to promoting child safety within the community.

D. To foster, promote and encourage all aspects of aviation to children within the community.

E. To organize and provide aviation education for children within the community.

F. To promote and foster the awareness of aviation professions to children within the community.

G. To encourage research for the improvement and better understanding of all aspects of aviation.

H. To cooperate with and assist governmental agencies and private businesses in the development of programs relating to promoting aviation to children within the community.

I. To organize, manage, and operate a yearly air show to use as a forum to promote and encourage the above purposes.

Article VIII

Powers

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes; for which nonprofit corporations may be incorporated under the Florida Not-For-Profit Corporation Act, and any successor or amendment to the Florida Not-For-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

Article IX

Limitations

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but the corporation shall be authorized and empowered

to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VII (Purposes) of these Articles.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 26 U.S.C.A. § 501(c)(3) or the corresponding section of any future federal tax code, or (b) by a corporation, contributions which are deductible under 26 U.S.C.A. § 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

Article X

Tax Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

Article XI

Dissolution

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal

office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

Article XII

Board of Directors

There shall be a board of directors consisting of at least three individuals. Each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

The initial directors of the corporation are as follows:

Kenneth Gregory
2439 Teton Stone Run
Orlando FL 32828

Colleen Salvage
3936 South Semoran Boulevard
Orlando FL 32822

Kim Showalter
400 Herndon Avenue
Orlando FL 32803

Aaron J. Zmarzinski, Esq.
390 North Orange Avenue, 23rd Floor
Orlando FL 32801

The initial directors are authorized and empowered to hold the organizational meeting of the corporation and are authorized and empowered to do and perform all acts and things necessary for and incidental to the organization of this corporation. The initial directors shall serve until their successors have been duly elected and qualified in the manner and at the time set forth in the bylaws.

Article XIII

Officers

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

Article XIV

Incorporators

The name and street address of each incorporator is as follows:

Aaron J. Zmarzinski, Esq.
390 North Orange Avenue, 23rd Floor
Orlando FL 32801

Article XV

Bylaws

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

Article XVI

Amendment

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

Article XVII


Indemnification and Civil Liability Immunity

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article XVIII
Commencement of Corporate Existence

The date when corporate existence shall commence is October 8, 2007.

In, witness, the undersigned incorporator has signed these articles of incorporation on October 8, 2007.



Aaron J. Zmarzinski, Esq.
Incorporator
Orlando Air Fair, Inc.

**Certificate of Designation and Acceptance
by Registered Agent**

Pursuant to the provisions of Fla. Stat. § 617.0501, the undersigned corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation: Orlando Air Fair, Inc.
2. Name and address of the registered agent and office:

The Law Office of Aaron Zmarzlinski, P.A., 390 North Orange Avenue, 23rd Floor, City of Orlando, Orange County, State of Florida.

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Dated: October 8, 2007.



The Law Office of Aaron Zmarzlinski, P.A.
By: Aaron J. Zmarzlinski, Esq.
Its: President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA