

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-1111
904-222-0391 FAX

800-342-8086



Handwritten: N96000000133

ACCOUNT NO. : 6000000032

REFERENCE : 794447 1302430

AUTHORIZATION :

COST LIMIT : \$ 70.00

Handwritten: Patricia Pignatelli

ORDER DATE : January 5, 1996

ORDER TIME : 1:46 PM

700001681887

ORDER NO. : 794447

CUSTOMER NO: 1302430

CUSTOMER: Ms. Barbara Geddiss
DAVID E. LEIGH, P.A.

Suite 201
3777 Tamiami Trail North
Naples, FL 33940

RECEIVED
96 JAN -8 PM 3:13
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: NAPLES AIR SHOW OF CHAMPIONS,
INC.

FILED
96 JAN -8 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
X PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN JAN - 9 1996

FILED
96 JAN -8 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NAPLES AIR SHOW OF CHAMPIONS, INC.
A NONPROFIT CORPORATION

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation shall be:

NAPLES AIR SHOW OF CHAMPIONS, INC.

The address of the principal office of this corporation shall be 3777 Tamiami Trail North, Suite 201, The Trianon Centre, Naples, Florida 33940, and the mailing address of the corporation shall be the same.

ARTICLE II.

The general purpose of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida is to perform air shows.

ARTICLE III.

The manner in which the directors are to be elected or appointed is as stated in the bylaws.

ARTICLE IV.

The name and address of the incorporator of these Articles is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI.

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

IN WITNESS THEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 8, 1996.

Corporation Service Company

By: Gail R. Shelby
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

FILED
96 JAN -8 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

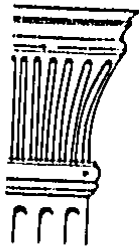
Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above an' foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: _____

(Signature)
Its Agent, Gail Shelby

ACG/gls



DAVID E. LEIGH, P.A.

THE TRIANON CENTRE
3777 TAMiami TRAIL NORTH
SUITE 201
NAPLES, FLORIDA 33940

TELEPHONE:
941-435-9303
FAX:
941-435-9304

N960000000133

July 10, 1996

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

900001894149
-07/16/96--01038--004
*****35.00 *****35.00

RE: Naples Air Show of Champions, Inc.

Dear Reader:

Enclosed please find an original Statement of Change of Registered Office and Registered Agent regarding the above-referenced corporation. Upon receipt of same, kindly file in your normal manner. Our check in the amount of \$35.00 is enclosed to cover your fee for same.

If you should have any questions or comments, please do not hesitate to contact this office.

Thank you for your attention and consideration.

Very truly yours,

Karen Leeper
Secretary to David E. Leigh

/enclosures

FILED
96 JUL 15 AM 9 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RH
Change

N. HENDRICKS JUL 17 1996

CHARTER NO: N96000000133
DATE FILED: January 8, 1996

STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: NAPLES AIR SHOW OF CHAMPIONS, INC.
2. The name and address of its present registered agent is:
Service Company
Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, Florida 32301
3. The name and street address to which its registered agent is to be changed is:

David L. Ebershoff
6636 Vancouver Lane
Naples, Florida 33942

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its Board of Directors or by an Officer of the corporation so authorized by the Board of Directors.

Date: May 31, 1996

David L. Ebershoff
DAVID L. EBERSHOFF, President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNED IN THIS CERTIFICATE, 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 UNDER SECTION 607.0505, FLORIDA STATUTES.

Date: May 31, 1996

David L. Ebershoff
DAVID L. EBERSHOFF

FILED
JUL 15 11 16 AM '96
TALLAHASSEE, FLORIDA