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LIEBER, LIEBER & TARANTINE, P.C.

In Association with
OBERMAYER, REBMANN, MAXWELL & HIPPEL
Philadelphia and Harrisburg, Pennsylvania
New Jersey and Delaware

USX Tower, Suite 4440
Pittsburgh, PA 15219

(412) 566-1500
Fax (412) 566-1508

April 11, 1996

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

In re: FLORIDA WINGS FOR CHILDREN, INC.

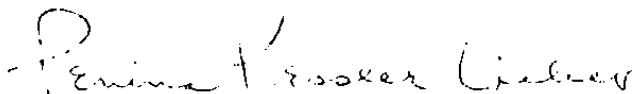
Gentlemen:

Enclosed please find the following documents to incorporate the above-named corporation:

- 1) Original and one (1) copy of the Articles of Incorporation;
- 2) Designation of Registered Agent Form; and
- 3) Check in the amount of \$122.50 representing the Filing Fee of \$70.00 and the fee of \$52.50 for a Certified Copy of the Articles.

Should you require additional information, please do not hesitate to contact me

Very truly yours,



Penina Kessler Lieber
for LIEBER, LIEBER & TARANTINE, P.C.

PKL:ck/c

Enclosures

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TALLAHASSEE, FLORIDA

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96 APR 17 AM 11:36
TALLAHASSEE, FLORIDA

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CLERK OF DISTRICT COURT
STATE OF FLORIDA

**ARTICLES OF INCORPORATION
of
FLORIDA WINGS FOR CHILDREN, INC.**

FIRST: The name of the corporation is Florida Wings for Children, Inc.

SECOND: The location and address of its registered office in this State is 116 Edgemore Way South, Edgemore, Naples, Florida 33999.

The initial registered agent and street address is: M. Richard Mellon, 116 Edgemore Way South, Edgemore, Naples, Florida 33999.

THIRD: The purposes for which the Corporation is organized are exclusively charitable, scientific or educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and includes all purposes, powers and privileges conferred upon the Corporation by the Florida Not For Profit Corporation Act, as well as the more specific purpose of working with and for terminally ill children who have an interest in flying.

FOURTH: The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

FIFTH: The Corporation is incorporated under the provisions of the Florida Not For Profit Corporation Act.

SIXTH: The Corporation shall have no capital stock.

SEVENTH: The Corporation shall be a membership organization of which the sole corporate member shall be Wings for Children, Inc., a Pennsylvania nonprofit corporation.

EIGHTH: The management of the Corporation shall be vested in a Board of Directors in the specific number to be fixed by the Bylaws and to be selected and constituted from time to time as provided in the Bylaws of the Corporation.

NINTH: Personal Liability of Directors

To the fullest extent that the laws of the State of Florida currently in effect, or as thereafter amended, permit elimination or limitation of the liability of Directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to act, as a Director. Any amendment or repeal of this Article or adoption of any Bylaw which has the effect of increasing Director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to its adoption.

TENTH: (a) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, Officers or other private persons except that 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 herein.

(c) Notwithstanding any other provisions set forth herein, 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 1986, or corresponding provisions of any subsequent Federal tax laws, or (ii) by a corporation, contributions to which are deductible for Federal income tax purposes.

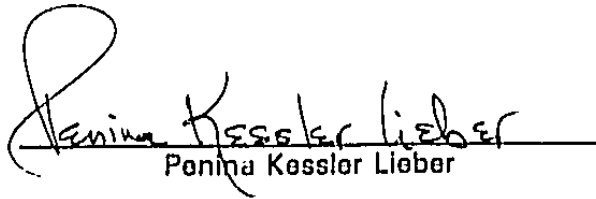
ELEVENTH: In the event of dissolution, liquidation or termination of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations as they, in their sole discretion, shall select consistent with the purposes and goals of the Corporation; provided, however, that such organization or organizations shall, at the time of such distribution, qualify as an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986.

TWELFTH:

The name and address of the Incorporator is:

Ponina Kessler Lieber, Esquire
USX Tower, Suite 4440
600 Grant Street
Pittsburgh, PA 15219

IN TESTIMONY WHEREOF, the Incorporator has signed and sealed the Articles
of Incorporation this 10th day of April, 1996.


Ponina Kessler Lieber

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
96 APR 17 AM 11:36
CLERK OF DISTRICT COURT
STATE OF FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0601, 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.

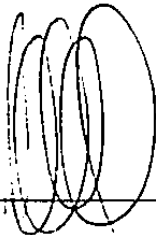
1. The name of the corporation is:

FLORIDA WINGS FOR CHILDREN, INC.

2. The name and address of the registered agent and office is:

M. RICHARD MELLON
116 Edgemere Way South
Edgemere
Naples, Florida 33999

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. 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



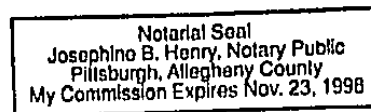
Dated: April 10, 1996

COMMONWEALTH OF PENNSYLVANIA)
) ss:
COUNTY OF ALLEGHENY)

On this 10th day of April, 1996, before me, the undersigned authority, a Notary Public, personally appeared M. RICHARD MELLON, known to me, or satisfactorily proven, to be the person whose name is subscribed to the within Certificate of Designation of Registered Agent/Registered Office as the Registered Agent, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and seal.

Josephine B Henry
Notary Public



LIEBER, LIEBER & TARANTINE, P.C.

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 Philadelphia and Harrisburg, Pennsylvania
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 Fax (412) 566.1508

January 29, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/03/97--01053--013
*****35.00 *****35.00

In re: FLORIDA WINGS FOR CHILDREN, INC.

Gentlemen:

Enclosed herein please find an original and one copy of the Articles of Dissolution of Florida Nonprofit Corporation for the above-captioned corporation. Please date stamp the copy of the Articles of Dissolution and return them to us in the self-addressed, stamped envelope provided herein. Also enclosed is a check in the amount of \$35.00 representing the filing fee.

Thank you for your attention to this matter.

Very truly yours,

Penina Kessler Lieber
for LIEBER, LIEBER & TARANTINE P.C.

PKLick et al.

Enclosures.

cc: Mr. Mark Holewinski

FILED
97 FEB -3 PM 3-30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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97 FEB -3 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF FLORIDA NONPROFIT CORPORATION

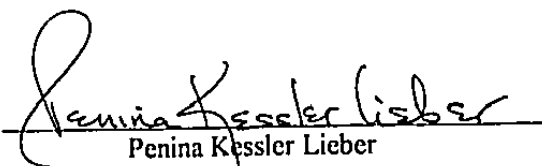
Pursuant to Section 617.1401 of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following Articles of Dissolution of Corporation Prior to Conducting Its Affairs are filed on behalf of **Florida Wings for Children, Inc.**, a Florida nonprofit corporation.

1. The name of the corporation is Florida Wings for Children, Inc.
2. The corporation's Articles of Incorporation were filed with the Florida Department of State on April 17, 1996.
3. The corporation has not commenced to conduct its affairs.
4. No debts of the corporation remain unpaid.
5. These Articles of Dissolution are authorized by the Incorporator as follows:

Penina Kessler Lieber, Esquire
USX Tower, Suite 4440
600 Grant Street
Pittsburgh, PA 15219

6. The Articles of Dissolution shall become effective as of the date of filing.

IN TESTIMONY WHEREOF, the Incorporator has signed these Articles of Dissolution on this 29th day of January, 1997.


Penina Kessler Lieber