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◇ BOARD CERTIFIED IN REAL ESTATE LAW

October 16, 1997

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

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-10/23/97-01055-017
****122.50 ****122.50


Re: IPMS/Florida, Inc.

Dear Sir or Madam:

Enclosed find an original plus one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$122.50 representing the filing fee. I would appreciate receiving a certified copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,


Gary B. Frese

GBF/lkw
Enclosures as stated

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 23 PM 4:54

11-3-97
10-24-97
(105)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 24, 1997

FRESE, NASH & TORPY, P.A.
930 S. HARBOR CITY BLVD., SUITE 505
MELBOURNE, FL 32901

SUBJECT: IPMS/FLORIDA, INC.
Ref. Number: W97000024232

We have received your document for IPMS/FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 097A00051842

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**ARTICLES OF INCORPORATION
FOR
INTERNATIONAL PLASTIC MODELERS SOCIETY/FLORIDA, INC.**

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not-for-profit corporation without stock under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is **INTERNATIONAL PLASTIC MODELERS SOCIETY/FLORIDA, INC.**

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to operate exclusively for the advancement and enjoyment of model airplanes and for other similar recreational purposes under Section 501(c)(7) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV

The initial street and mailing address for the principal place of business of the Corporation is 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida, 32901.

ARTICLE V

The name and address of the initial registered agent is: Gary B. Frese, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

ARTICLE VI

The initial Board of Directors of the Corporation shall consist of six (6) Directors initially. The number of Directors may be either increased or diminished from time to time by the Directors, but shall never be less than three (3) nor more than seven (7). The manner of electing Directors shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the members, or until successors have been elected and qualified, are as follows:

Rolando Gutierrez
930 S. Harbor City Blvd., Suite 505
Melbourne, Florida 32901

Carl F. Weaver
930 S. Harbor City Blvd., Suite 505
Melbourne, Florida 32901

Gregory Katnik
930 S. Harbor City Blvd., Suite 505
Melbourne, Florida 32901

Mark Warthling
930 S. Harbor City Blvd., Suite 505
Melbourne, Florida 32901

Jack K. Gutierrez
930 S. Harbor City Blvd., Suite 505
Melbourne, Florida 32901

Byron Taylor
930 S. Harbor City Blvd., Suite 505
Melbourne, Florida 32901

ARTICLE VII

The officers of the Corporation shall be a Chairman/President, Co-Chairman/Vice-President, Secretary and Treasurer. The manner of electing officers shall be provided for in the Bylaws of the Corporation.

ARTICLE VIII

The name and address of the initial incorporator shall be Gary B. Frese, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

ARTICLE IX

The Corporation shall have members who meet requirements set out in the Corporation's By-Laws.

ARTICLE X


No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, 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 in Article III hereof.

ARTICLE XI


Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes set forth in Article III hereof to an organization, or organizations, organized and operated exclusively for recreational or pleasure purposes as an exempt organization, or organizations, under Section 501(c)(7) of the Internal Revenue Code (or corresponding provision

of any future federal revenue law) or to the federal government or state or local government for a public purpose, as the Board of Directors shall determine.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 16th day of October, 1997.


GARY B. FRESE

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.


GARY B. FRESE
Registered Agent

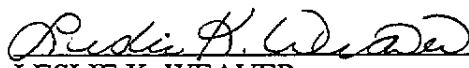
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared GARY B. FRESE to me known to be the person described in the foregoing Articles of Incorporation and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 16th day of October, 1997.



Leslie K. Weaver
MY COMMISSION # CC580644 EXPIRES
August 9, 2000
BONDED THROUGH TROY FAIR INSURANCE, INC.


LESLIE K. WEAVER
Notary Public
State of Florida at Large

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 23 PM 4:54