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1999000003863

June 16, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32301

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-06/21/99--01082--009
*****78.75 *****78.75

Re: T-28 TROJAN, INC.
A Corporation Not-For-Profit

Dear Madam/Sir:

Enclosed herewith please find the following relative to the filing of the above-referenced corporation:

1. Original and one copy of Articles of Incorporation
2. Check in the sum of \$78.75, to cover the following:

A.	Filing Fees	35.00
B.	Certified Copy	8.75
C.	Registered Agent Designation	35.00
		<u>\$ 78.75</u>

Thank you for your help in this matter.

Very truly yours,

[Signature]

R. Patrick Phillips

99 JUN 21 PM 5:02
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RPP\down
Enclosure

Deborah Nelson
for R. Patrick Phillips GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Pat. F*
DATE *6/23/99*
DOC. EXAM *Donna Brown*

DOWN JUN 23 1999

ARTICLES OF INCORPORATION

T-28 TROJAN, INC.

(A Corporation Not-For-Profit)

FILED
99 JUN 21 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with the provisions of Chapter 617, Florida Statutes, the undersigned incorporator hereby forms a corporation not-for-profit.

Article 1: Name

The name of the corporation is T-28 TROJAN, INC.

Article 2: Purposes

The corporation is organized and shall be operated exclusively for the purpose of holding title to property, collecting the income therefrom, and remitting the entire amount thereof, no less frequently than annually, less expenses, to VALIANT AIR COMMAND, INC., a not-for-profit Florida corporation, and an organization described by §501(c)(3) of the Internal Revenue Code of 1986. To the extent consistent therewith, the corporation shall be entitled to engage in such additional activities as are permitted by law and as may be necessary in furtherance of its non-profit purposes.

Notwithstanding any other provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under §501(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation shall consist of lobbying, or attempts to influence legislation by propaganda or otherwise.

Article 3: Members

The corporation shall not have members.

Article 4: Term of Existence

The duration of the corporation shall be perpetual.

Article 5: Board of Directors

The affairs of the corporation shall be managed by a Board of Directors which shall consist of at least three (3) and not more than fifteen (15) members. The method of election of directors shall be as stated in the bylaws of the corporation, except that all directors shall be appointed by Valiant Air Command, Inc., a not-for-profit corporation organized under the laws of Florida.

Article 6: Distribution of Assets Upon Dissolution

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any further federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of applicable jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 7: Incorporator

The name and address of the incorporator of the corporation is as follows:

R. Patrick Phillips, Esquire
200 North Thornton Avenue
Orlando, Florida 32801

Article 8: Principal Office and Mailing Address

The initial principal office and mailing address of the corporation is as follows:

6600 Tico Road
Titusville, Florida 32780

Article 9: Initial Registered Agent and Office

The street address of the registered office of the corporation and the name of the initial registered agent at that address is as follows:

R. Patrick Phillips, Esquire
200 North Thornton Avenue
Orlando, Florida 32801

Article 10: Bylaws of the Corporation

The board of directors of the corporation shall have the sole power to establish, enact, alter, and repeal bylaws for the management of the corporation, and the duties of the officers of the corporation shall be as prescribed by such by-laws.

Article 11: Amendment

These Articles may be amended in the manner prescribed by law.

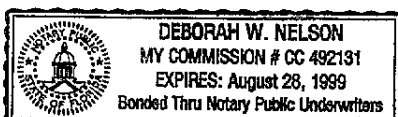
IN WITNESS WHEREOF, the undersigned incorporation has hereunto set his hand and seal, this 16 day of June, 1999.


R. Patrick Phillips, Incorporator

STATE OF FLORIDA)
)
COUNTY OF ORANGE) SS:

Before me the undersigned officer, on this 16th day of June, 1999, personally appeared R. Patrick Phillips, personally well known to me or satisfactorily identified by production of a Florida drivers license to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and in the capacity therein stated and, under the penalties of perjury that the contents thereof are true to the best of his knowledge, information, and belief.

(Seal)




Deborah W. Nelson
Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That T-28 TROJAN^{/INC.} desiring to organize under the laws of the State of Florida, with its principal offices located at 6600 Tico Road, Titusville, Florida 32780, has named R. PATRICK PHILLIPS, ESQUIRE of 200 North Thornton Avenue, Orlando, Florida 32801 as its agent to accept service of process within this State.

SECOND: 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.


R. PATRICK PHILLIPS, ESQUIRE

FILED
99 JUN 21 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA