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JERRY H. TRACHTMAN
BOARD CERTIFIED AVIATION ATTORNEY
SAMUEL S. HENDERSON
JOHN J. FUTCHKO
ALSO ADMITTED IN MICHIGAN
BARRY K. BAKER
ALSO ADMITTED IN GEORGIA

REPLY TO:
MELBOURNE

OF COUNSEL
JOHN E. FAULK
ADMITTED IN GEORGIA

January 21, 2000

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*****78.75 *****78.75

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

RE: Tico Warbird Airshow, Inc.

Dear Sir:

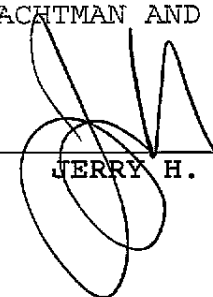
Enclosed for filing are the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$78.75 representing the filing fee, designation of registered agent and certification of a copy of the Articles.

I would appreciate you certifying the enclosed copy of the Articles of Incorporation and returning same to me in the stamped, self-addressed envelope which is provided for your convenience.

Thank you for your assistance in this matter.

Sincerely,

TRACHTMAN AND HENDERSON, P.A.

By 
JERRY H. TRACHTMAN

JHT:gal

Enclosures

S. Thompson JAN 28 2000

ARTICLES OF INCORPORATION
OF
TICO WARBIRD AIRSHOW, INC.

FILED
00 JAN 24 AM 10:53
STATE OF FLORIDA
TALLAHASSEE

ARTICLE I. NAME

The name of this corporation is Tico Warbird Airshow, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal office of this corporation is located at 6600
Tico Road, Titusville, FL 32780.

ARTICLE III. DURATION

The period of duration of this corporation is perpetual.

ARTICLE IV. PURPOSE

The purpose for which the corporation is organized is to
engage in any activity or business permitted under the laws of the
United States and of the State of Florida.

ARTICLE V. CAPITAL STOCK

The aggregate number of shares that the corporation shall have
the authority to issue is 1,000 shares of capital stock with a par
value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
corporation is: 1990 W. New Haven Avenue, Suite 201, Melbourne, FL
32904, and the name of the initial registered agent at this address
is: TRACHTMAN & HENDERSON, P.A.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of Directors may be either increased or diminished from time to time as provided by the Bylaws but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

LLOYD MORRIS --- 6600 Tico Road
Titusville, FL 32780

FRANK POUND 6600 Tico Road
Titusville, FL 32780

ARTICLE VIII.--- OFFICERS

The names and addresses of the initial officers of this corporation who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

LLOYD MORRIS, Pres. 6600 Tico Road
Titusville, FL 32780

FRANK POUND, Sec./Treas. 6600 Tico Road
Titusville, FL 32780

ARTICLE IX. INCORPORATOR

The name and address of the incorporator of this corporation is:

Jerry H. Trachtman, Esquire TRACHTMAN & HENDERSON, P.A.
1990 W. New Haven Avenue
Suite 201
Melbourne, FL 32904

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or Director or

former officer or Director to the full extent permitted by law.

ARTICLE XI. BYLAWS

The powers to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Melbourne, FL, on this 21st day of January, 2000.



JERRY H. TRACHTMAN

STATE OF FLORIDA)
SS:
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 21st day of January, 2000, by JERRY H. TRACHTMAN, who is personally known to me or who has produced personally known as identification.



Melissa M. Trachtman
MY COMMISSION # CC766678 EXPIRES
October 23, 2002
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC, State of Florida
Print Name MELISSA M. TRACHTMAN
Commission No. CC766678
Commission Expires 10/23/02

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated as Registered Agent of Tico Warbird Airshow, Inc., with the registered office at 1990 W. New Haven Avenue, Suite 201, Melbourne, FL, 32904, hereby consents

to and accepts said designation.

TRACHTMAN & HENDERSON, P.A.

By:

JERRY H. TRACHTMAN, Pres

STATE OF FLORIDA)

SS:

COUNTY OF BREVARD)

FILED
00 JUN 24 AM 10:53
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

The foregoing instrument was acknowledged before me this 21st day of January, 2000, by JERRY H. TRACHTMAN, as President of TRACHTMAN & HENDERSON, P.A., who is personally known to me or has produced personally known as identification.



Melissa M. Trachtman
MY COMMISSION # CC766678 EXPIRES
October 23, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Melissa M. Trachtman
NOTARY PUBLIC, State of Florida

Print Name MELISSA M. TRACHTMAN

Commission No. CC766678

Commission Expires 10/23/02