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J. Jerome Miller
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FILED
00 JAN 28 AM 6:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 27, 2000

VIA FEDERAL EXPRESS - OVERNIGHT DELIVERY

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-01/28/00-01067-004
****122.50 *****78.75

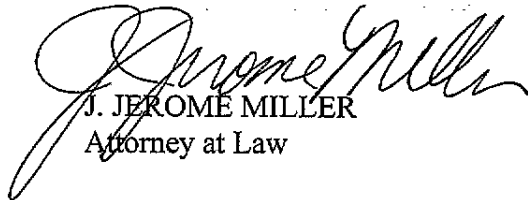
Re: FLY BUY, INC.

To Whom It May Concern:

Enclosed herewith please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, for filing in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the fee in this respect. Upon filing, please return one copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,


J. JEROME MILLER
Attorney at Law

JJM/jld

Enclosures (as stated)

cc: Shelley K. Deakle (w/o enc.)

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D. BROWN FEB - 3 2000

**ARTICLES OF INCORPORATION
OF
FLY BUY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is FLY BUY, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is initially organized for the operation of any or all lawful business purposes for which corporations may be incorporated under Chapter 607 of the Florida Statutes. This Corporation shall have all corporate powers enumerated in said Chapter 607.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 2,500 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this

Corporation is 4651 Highway 20, Niceville, Florida 32578, and the initial registered agent of this Corporation at that address is SHELLEY K. DEAKLE.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have at least one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

Shelley K. Deakle
4651 Highway 20
Niceville, FL 32578

ARTICLE VIII

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 4651 Highway 20, Niceville, FL 32578.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is:

Shelley K. Deakle
4651 Highway 20
Niceville, FL 32578

ARTICLE X

INDEMNIFICATION


The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of January, 2000.


SHELLEY K. DEAKLE

STATE OF FLORIDA
COUNTY OF OKALOOSA

Acknowledged before me this 27th day of January, 2000 by
SHELLEY K. DEAKLE.

(SEAL)


NOTARY PUBLIC

J. JEROME MILLER
Notary Public, State of Florida
My comm. exp. June 5, 2003
Comm. No. CC842777

Personally Known _____ OR Produced Identification _____
Type of Identification Produced Id. driver's license ✓

ACCEPTANCE

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for FLY BUY, INC.

Shelley K. Deakle
SHELLEY K. DEAKLE

STATE OF FLORIDA
COUNTY OF OKALOOSA

Acknowledged before me this 27th day of January, 2000 by
SHELLEY K. DEAKLE.

(SEAL)

Jerome Miller
NOTARY PUBLIC

J. JEROME MILLER
Notary Public, State of Florida
My comm. exp. June 5, 2003
Comm. No. CC842777

Personally Known _____ OR Produced Identification ✓
Type of Identification Produced Id drivers license

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