

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

South Paw Wings, Inc.

600003203316--3
-04/11/00--01050--021
*****78.75 *****78.75

<input checked="" type="checkbox"/>	Art of Inc. File	<u>Certs</u>
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

FILED
00 APR 11 PM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
00 APR 11 AM 10:53
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: LM

Name _____

Date 4/11

Time 9:50

Walk-In _____

Will Pick Up _____

T. SMITH APR 11 2000

ARTICLES OF INCORPORATION

OF

SOUTH PAW WINGS, INC.

FILED

00 APR 11 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, WESLEY D. CHALLACOMBE, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is SOUTH PAW WINGS, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 5,000 shares of common stock of the same class and at ten cents (10¢) par value.

ARTICLE IV

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

ARTICLE V

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

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

The registered address and the principal office address of the Corporation in this State are: 6240 A1A South, Unit 413, St. Augustine, Florida 32084, and the name of the initial registered agent of this Corporation at the registered address is: Wesley D. Challacombe.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than ONE or more than THREE.

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Wesley D. Challacombe	President	6240 A1A South, Unit 413 St. Augustine, FL 32084

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
Wesley D. Challacombe	6240 A1A South, Unit 413 St. Augustine, FL 32084

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 6th day of April, 2000.

Wesley D. Challacombe
WESLEY D. CHALLACOMBE

STATE OF FLORIDA

COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this 6th day of April, 2000, by WESLEY D. CHALLACOMBE, who is personally known to me or who produced n/a as identification, and who did/did not take an oath.

Notary Public-State of Florida
Deborah D. Struhar
Commission No. CC 824822
Expires May 31, 2003
(SEAL)

Deborah D. Struhar
Notary Public
Printed Name of Notary: _____
Commission Expires: _____

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT SOUTH PAW WINGS, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF ST. AUGUSTINE, COUNTY OF ST. JOHN'S,
STATE OF FLORIDA, HAS NAMED WESLEY D. CHALLACOMBE, LOCATED AT 6240 A1A
SOUTH, UNIT 413, OF THE CITY OF ST. AUGUSTINE, COUNTY OF ST. JOHN'S,
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

WESLEY D. CHALLACOMBE

Signature: Wesley D. Challacombe
(Corporate Officer)

Title: President

Date: 4-6-00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR 11 PM 1:11

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

Signature: Wesley D. Challacombe
Resident Agent - WESLEY D. CHALLACOMBE

Date: 4-6-00