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March 20, 2000

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*****70.00 *****70.00

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314


RE: REGISTRATION OF HOLLYWOOD AEROBATICS, INC.

To Whom It May Concern:

Please find enclosed my check in the amount of \$70.00 in payment of the filing fee (\$35.00) for Hollywood Aerobatics, Inc. and the Registered Agent Designation (\$35.00) for Daniel L. Salcedo, 20117 S. W. 54th Place, Ft. Lauderdale, FL 33332.

If you have any questions, please call me at (800) 880-9380 or (954) 781-3470, ext. 203. Thank you.

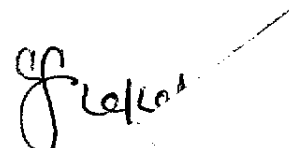
Sincerely,


James L. Murphy
2200 N. E. 33rd Avenue
Ft. Lauderdale, FL 33305

624
600-8429
167-624-2555

Marge Zieska GAVE
AUTHORIZATION BY PHONE TO
CORRECT Principal Address
DATE 6/5/00
DOC. EXAM gr

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DIVISION OF CORPORATIONS
00 JUN -5 AM 9:18



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May 23, 2000

Ms. Clareth Golden
Document Specialist
Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

RE: HOLLYWOOD AEROBATICS, INC.
REF NUMBER: W00000008429

Dear Ms. Golden:

Pursuant to your letter of April 14, 2000, please find enclosed the original Articles of Incorporation for Hollywood Aerobatics, Inc, including original signatures.

Please forward the Certificate of Incorporation to me at 7301 Ohms Lane, Suite 355, Minneapolis, MN 55439. If you have any questions, or need any further information please call me at my Minneapolis office, (800) 880-9380. Thank you

Sincerely,



James L. Murphy
2200 N. E. - 33rd Avenue, #16B
Ft. Lauderdale, FL 33305
(954) 561-3102 - home
(954) 781-3470, ext. 203 - office



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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 14, 2000

JAMES L. MURPHY
2200 N.E. 33RD AVENUE
FORT LAUDERDALE, FL 33305

SUBJECT: HOLLYWOOD AEROBATICS, INC.
Ref. Number: W00000008429

We have received your document for HOLLYWOOD AEROBATICS, INC..
However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The document must have original signatures.

The registered agent and street address must be consistent wherever it appears
in your document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 400A00020589

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April 11, 2000


Ms. Clareth Golden
Document Specialist
Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

RE: HOLLYWOOD AEROBATICS, INC.
REF NUMBER: W00000008429
LETTER #: 300A00017316

Dear Ms. Golden:

Please find enclosed the document referred to above, including the original signatures. Please forward the Certificate of Incorporation to me at 2200 N.E. 33rd Avenue, #16B, Ft. Lauderdale, FL 33305. Thank you.

Sincerely,


James L. Murphy
2200 N. E. - 33rd Avenue, #16B
Ft. Lauderdale, FL 33305
(954) 561-3102 - home
(954) 781-3470, ext. 203 - office



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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DIVISION OF CORPORATIONS

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March 29, 2000

JAMES L. MURPHY
2200 N.E. 33RD AVENUE
FORT LAUDERDALE, FL 33305

SUBJECT: HOLLYWOOD AEROBATICS, INC.
Ref. Number: W00000008429

We have received your document for HOLLYWOOD AEROBATICS, INC..
However, the document has not been filed and is being returned for the following:

The document must have original signatures.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 300A00017316

**ARTICLES OF INCORPORATION
OF
HOLLYWOOD AEROBATICS, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN -5 AM 9:18

THE UNDERSIGNED, being of legal age, do hereby, for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of a corporation, make the following:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: Hollywood Aerobatics, Inc.
20117 S.W. 54TH PLACE
FORT LAUDERDALE, FL 33332

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States, and of this State.

ARTICLE III

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV

CAPITAL STOCK

The capital stock of the corporation shall be 100 shares of common stock with no par value.

ARTICLE V

REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be 20117 S. W. 54th Place, Fort Lauderdale, Florida 33332, and the initial registered agent at such address is Daniel R. Salcedo.

ARTICLE VI

NUMBER OF DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation shall be three.

ARTICLE VII

DIRECTORS

The name and street address of the members of the Board of Directors to hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, shall be:

<u>NAME</u>	<u>ADDRESS</u>
Alan K. Byrd	497 Spinnaker Weston, FL 33326
James L. Murphy	2200 N.E. 33 rd Avenue Fort Lauderdale, FL 33305
Daniel R. Salcedo	20117 S. W. 54 th Place Fort Lauderdale, FL 33332

ARTICLE VIII

SUBSCRIBERS

The name and street address of the subscribers and/or incorporators to these Articles of Incorporation are:

NAME

ADDRESS

Alan K. Byrd

497 Spinnaker
Weston, FL 33326

James L. Murphy

2200 N.E. 33rd Avenue
Fort Lauderdale, FL 33305

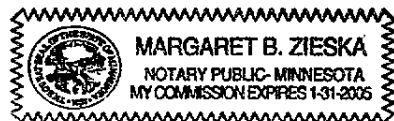
Daniel R. Salcedo

20117 S. W. 54th Place
Fort Lauderdale, FL 33332

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand and seal this _____ day of _____, 2000.




Alan K. Byrd





Margaret B. Zieska



James L. Murphy



Daniel R. Salcedo

STATE OF Minnesota

COUNTY OF Scott

BEFORE ME, the undersigned authority, personally appeared ALAN K. BYRD, JAMES L. MURPHY and DANIEL R. SALCEDO, to me well known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this _____ day of _____, 2000

ACKNOWLEDGMENT

The undersigned having been named Registered Agent to accept services of process for Hollywood Aerobatics, Inc., at the place designated in the Articles of Incorporation, hereby agrees to act in this capacity and agrees to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.

Daniel R Salcedo
Daniel R. Salcedo

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