

P0000.0086357

SIMON, TURNBULL & MARTIN,
CHARTERED

2000 PENNSYLVANIA AVENUE, N.W.
SUITE 4600
WASHINGTON, D.C. 20006-1812

TELEPHONE: (202) 785-2202 • FACSIMILE: (202) 785-2273

EMAIL: info@stmlaw.com

FILED
00 SEP 11 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

John A. Knab
Direct Dial: (202) 785-7643
e-mail: jknab@stmlaw.com

September 5, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32299

Re: Aerial Brand Enhancement, Incorporated

700003388977--8
-09/11/00--01135--018
*****78.75 *****78.75

Dear Sir or Madam:

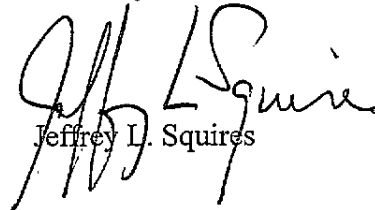
Please find enclosed for immediate filing:

1. One signed original and one copy of the Articles of Incorporation of Aerial Brand Enhancement, Incorporated; and
2. A check in the amount of \$78.75 to cover the filing fee, fee for designation of registered agent, and fee for certified copy of the Articles of Incorporation.

Please provide us with a certified copy of the Articles of Incorporation.

If you have any questions or comments, please contact the undersigned. Thank you for your assistance.

Sincerely,


Jeffrey L. Squires

JLS:msa
Enclosures

93
A-12

**ARTICLES OF INCORPORATION
OF
AERIAL BRAND ENHANCEMENT, INCORPORATED**

FILED
00 SEP 11 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, acting in compliance with Chapter 607 of the Florida Statutes governing for-profit corporations, does hereby form Aerial Brand Enhancement, Incorporated.

ARTICLE I. The name of the corporation is Aerial Brand Enhancement, Incorporated.

ARTICLE II. The principal place of business and mailing address of the corporation is 12805 Horseshoe Road, Tampa, Florida 33626-4407.

ARTICLE III. The purpose for which the corporation is organized is to operate airships on its own behalf and on the behalf of other parties, and to engage in any lawful act or activity for which corporations may be organized pursuant to the Constitution and the laws of Florida.

ARTICLE IV. The number of shares of stock the corporation shall be authorized to issue is One Thousand (1,000), all of one class, having no par value.

ARTICLE V. The initial directors are:

<u>Name</u>	<u>Address</u>
Lawrence P. Higgins	12805 Horseshoe Road Tampa, Florida 33626-4407.
John J. McGovern, Jr.	1620 L Street, N.W. Suite 1210 Washington, D.C. 20036

ARTICLE VI. The resident agent and the address of the registered office of the corporation in Florida are the following:

Lawrence P. Higgins
Aerial Brand Enhancement, Incorporated
12805 Horseshoe Road

Articles of Incorporation
Aerial Brand Enhancement, Incorporated
Page 2

Tampa, Florida 33626-4407

ARTICLE VII. The incorporator is Jeffrey L. Squires, Simon Turnbull & Martin,
Chartered, 2000 Pennsylvania Avenue, N.W., Suite 4600, Washington, D.C. 20006-1812

.....

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as the registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Lawrence P. Higgins
Lawrence P. Higgins

9/24/00
Date

BASED ON THE foregoing, the undersigned incorporator, being authorized to do, forms Aerial Brand Enhancement, Incorporated.

Jeffrey L. Squires
Jeffrey L. Squires

9/5/00
Date

FILED
00 SEP 11 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA