ABCD ACCOUNTING

Accounting Bookkeeping & Consulting Discounted, Inc.

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OO HOV 29 PM 4: 04
TALLAHASSE UF ST

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1821 Northeast 146th Street & Miami, Florida 33181-1423

P00000111371

November 27, 2000

Department of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32399 900003479859--6 -11/29/00--01056--004 ******70.00 ******70.00

RE: WINGS OVER AMERICA CHALLENGE, INC.

Greetings:

Enclosed are one original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$70.00 as payment for filing fees of the articles of incorporation and the registered agent designation.

I would be most appreciative if you would please expedite filing this corporation.

Sincerely,

Robert D. Allman

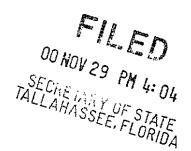
Accountant

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Encl.

1 B 4

ARTICLES OF INCORPORATION FOR WINGS OVER AMERICA CHALLENGE, INC.



The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: WINGS OVER AMERICA CHALLENGE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1821 N.E. 146 Street, Miami, Florida 33181-1423.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven thousand five hundred shares (7,500).

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

ROBERT D. ALLMAN

1821 N.E. 146 Street, Miami, Florida 33181-1423.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

ROBERT D. ALLMAN

1821 N.E. 146 Street, Miami, Florida 33181-1423.

The undersigned has executed these Articles of Incorporation this 27th day of November, 2000.

Robert D. Allman, President

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

00 NOV 29 PM 4:04 Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the unique corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

- The name of the corporation is: 1. WINGS OVER AMERICA CHALLENGE, INC.
- The name and address of the registered agent and office is: 2. ROBERT D. ALLMAN 1821 N.E. 146 Street, Miami, Florida 33181-1423.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

11/27/2000 ROBERT D. ALLMAN Date