

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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FLORIDA PROFIT CORPORATION OR P.A.

COMPOSIT ARICRAFT CORPORATION

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
COMPOSITE AIRCRAFT CORPORATION**

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

ARTICLE ONE: NAME

The name of the corporation is Composite Aircraft Corporation

ARTICLE TWO: PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 3910 RCA Boulevard, Suite 1008, Palm Beach Gardens, Florida 33410.

ARTICLE THREE: NATURE OF BUSINESS

The corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE FOUR: CAPITAL STOCK

The total number of shares of stock that the corporation shall have authority to issue shall be ten million (10,000,000) shares of common stock with a par value of one cent (\$0.01) per share. Such common stock together shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

ARTICLE FIVE: TERM OF EXISTENCE

The effective date of these Articles of Incorporation shall be 12:01am, January 12, 2001. The duration of the corporation shall be perpetual.

ARTICLE SIX: REGISTERED AGENT AND OFFICE

The name and street address of the resident agent and resident office of the corporation is Frank O'Neill, 3910 RCA Boulevard, Suite 1008, Palm Beach Gardens, FL 33410.

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ARTICLE SEVEN: INCORPORATOR

The name and address of the Incorporator is Frank O'Neill, 2103 Cove Lane, North Palm Beach, FL 33408.

ARTICLE EIGHT: INDEMNIFICATION AND LIMITATION OF LIABILITY

Each person who was or is an officer or director of the corporation shall be indemnified and held harmless by the corporation to the maximum extent permitted in the Florida Business Corporation Act, and each such person's liability to the corporation or any other person for actions taken while acting in the capacity of an officer or director of the corporation shall be limited to the maximum extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 12th day of January 2001.


Frank O'Neill, Incorporator

State of Florida
County of Palm Beach

The information requested below is OPTIONAL, but can prevent fraudulent attachment of this certificate to unauthorized document.

This Certificate Must Be

Attached to The Document
Described At Right

Title or Type of Document Articles of Incorporation of Composite
Aircraft Corporation

Number of Pages: Three (3) Date of Document: January 12, 2001
Signer(s) Other than Named Above: None

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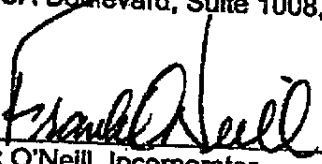
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CERTIFICATE OF DESIGNATION AND ACCEPTANCE

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to Section 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

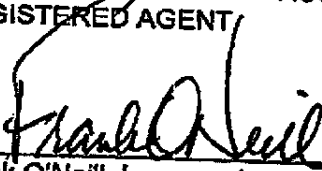
1. The name of the corporation is Composite Aircraft Corporation
2. The name and address of the resident agent and resident office of the corporation is Frank O'Neill, 2103 Cove Lane, North Palm Beach, FL 33410 with an office at 3910 RCA Boulevard, Suite 1008, Palm Beach Gardens, FL 33410.


Frank O'Neill, Incorporator

Date: January 12, 2001

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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 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.


Frank O'Neill, Incorporator

Date: January 12, 2001

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