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**PO1000028883**

**TRANSMITTAL LETTER**

March 13, 2001

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

**FILED**  
**01 MAR 16 AM 9:03**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SUBJECT: High Flying, Inc.**

Enclosed is an original and two (2) copies of the articles of incorporation together with a check for \$78.75 payable to the Florida Department of State which represents the filing fee and request for a certified copy.

Once the Articles have been filed please mail to:

Cheri S. Hill  
Sage International, Inc.  
1135 Terminal Way #209  
Reno NV 89502  
(775) 786-5515

000003855750--0  
-03/16/01--01049--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

If you have any questions please call me. Thanks for your assistance with this matter.

Sincerely,

Cheri S. Hill  
Senior Vice President



ARTICLE VII. Incorporators.

The name and address of the incorporator is:

Cheri S. Hill                      1135 Terminal Way Ste. 209, Reno, NV 89502

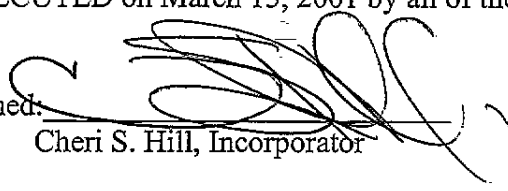
ARTICLE VIII. Indemnification of Officers, Directors, Employees and Agents.

The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE IX. Limitation of Liability.

To the fullest extent permitted by the laws of the State of Florida, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

EXECUTED on March 13, 2001 by all of the incorporators.

Signed: 

Cheri S. Hill, Incorporator

**Acceptance of Appointment by Registered Agent**

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.

Signed: 

Paula Hegi

March 13, 2001