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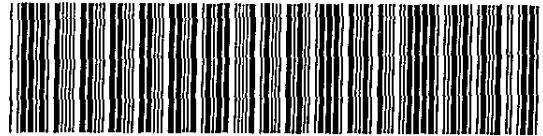
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02 DEC 13 PM 2:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VI

JOHN S. SCHOENE, P.A.

Counsellor at Law

230 Lookout Place, Suite 200

Maitland, Florida 32751

(407) 644-9900 Telephone

(407) 644-1282 Facsimile

December 10, 2002

VIA UPS OVERNIGHT

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

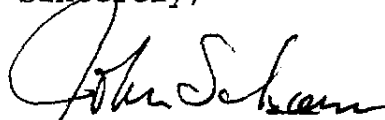
RE: Performance Aviation, Inc.

To Whom It May Concern:

Enclosed you will find two original Articles of Incorporation for the above referenced corporation. Also enclosed is our firm check in the amount of \$122.50. Please file these Articles and return a copy to this office in the enclosed return envelope.

Thank you for your assistance and cooperation and if you have any questions, please feel free to call.

Sincerely,



John S. Schoene

JSS/cc
Enclosures

cc: Performance Aviation, Inc.

EFFECTIVE DATE
12-10-2002

FILED

ARTICLES OF INCORPORATION

02 DEC 13 PM 2:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

PERFORMANCE AVIATION, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be PERFORMANCE AVIATION, INC. and the principal place of business shall be 1800 Pembroke Drive, #320, Orlando, FL 32810.

ARTICLE II - TERM OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III - GENERAL PURPOSE

The general purpose for which this Corporation is organized shall be:

It is intended that this Corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is fifty million (50,000,000) shares of common stock having a par value of One Dollar - (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida will be 230 Lookout Place, Suite #200, Maitland, Florida 32751. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation is John S. Schoene. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

(1). The initial number of directors of this Corporation shall be one (1).

(2). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one.

(3). The name and street address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
JAMES S. BYRD, JR.	1800 Pembroke Dr., #320 Orlando, FL 32810

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

<u>Name</u>	<u>Street Address</u>
JOHN S. SCHOENE	230 Lookout Place, #200 Maitland, FL 32751

ARTICLE VIII - AMENDMENT TO ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Maitland, Florida, this 10 day of December, 2002.



JOHN S. SCHOENE (SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

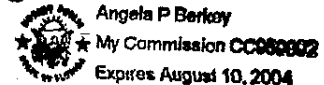
BEFORE ME, the undersigned authority, personally appeared JOHN S. SCHOENE, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of December, 2002.



Notary Public, State of Florida

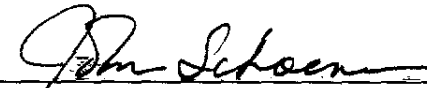
My Commission Expires:



Having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.325 of the Florida Statutes.

Signature: _____

Date: _____


December 10, 2002

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SECRETARY OF STATE