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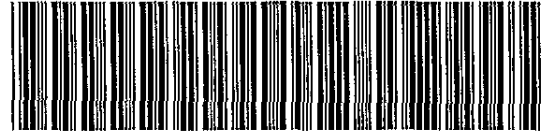
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03 APR -4 PM 3:40
SECRETARY OF STATE
TALLAHASSEE FL 32301

Transmittal Letter

Date: March 21, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Zero-Gravity Aviation, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$78.75.

This represents the cost of the Filing Fees, Certified Copy of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



By: Randall J. Opat
(individual's name)

Zero-Gravity Aviation, Inc.
(name of corporation)

MAILING ADDRESS OF REGISTERED AGENT:

Randall J. Opat
12355 Golden Eagle Street
Port St. Lucie, FL 34987

MAILING ADDRESS OF CORPORATION:

Zero-Gravity Aviation, Inc.
12355 Golden Eagle Street
Port St. Lucie, FL 34987

ARTICLES OF INCORPORATION
of
Zero-Gravity Aviation, Inc.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the state of Florida.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLE I
CORPORATION NAME AND PRINCIPAL OFFICE

The name of the corporation is:

Zero-Gravity Aviation, Inc.

The corporation's principal office and mailing address is:

Zero-Gravity Aviation, Inc.
12355 Golden Eagle Street
Port St. Lucie, FL 34987

ARTICLE II
DURATION

This corporation shall exist perpetually unless dissolved in accordance with Florida Law.

ARTICLE III
PURPOSE

The corporation is organized for the primary purpose of engaging in charter flying and related activities as permitted under the laws of the United States and the State of Florida. The corporation however, may engage in any other activity or business that is also permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

The corporation is authorized to issue One-Thousand shares (1000) of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this Corporation is the person named below:

**Randall J. Opat
12355 Golden Eagle Street
Port St. Lucie, FL 34987**

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time-to-time by By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial board of director(s) of the corporation are:

**Randall J. Opat
12355 Golden Eagle Street
Port St. Lucie, FL 34987**

ARTICLE VII
INCORPORATORS

The name and address of the person signing these Articles of Incorporation is as follows:

Randall J. Opat
12355 Golden Eagle Street
Port St. Lucie, FL 34987

IN WITNESS WHEREOF,
the undersigned incorporator has executed these Articles of Incorporation this
2 day of APRIL, 2003.


Incorporator

State of Florida

SS

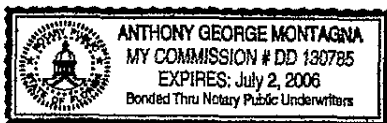
County of Palm Beach

before me, a Notary Public authorized to take acknowledgements in the
State and County set forth above, personally appeared

Randall J. Opat

Known to me and known to be the person who executed the foregoing
Articles of Incorporation, and who acknowledged before me that HE / SHE
executed these Articles of Incorporation.

IN WITNESS WHEREOF,
I have hereunto affixed my hand and seal, in the State and County aforesaid, this
2 day of April, 2003.




Notary Public, State of Florida, at Large

Notary Seal

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

Zero-Gravity Aviation, Inc.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at **12355 Golden Eagle Street
Port St. Lucie, FL 34987**

has named **Randall J. Opat**

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent signature)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA