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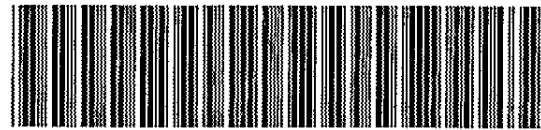
Henry GAVE

AUTHORIZATION BY PHONE TO

CORRECT RA-Cert. Design pg.

DATE 5-19-03

DOC. EXAM [Signature]



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05/12/03--01050--015 **78.75

FILED
03 MAY 12 PM 2:35
RECEIVED OF STA
TALAMASTE, FLO

W03-14228

5-19-03
[Signature]

1450 Coachlight Way
Dunedin, Florida 34698
May 8, 2003

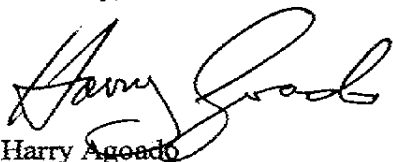
FLORIDA DEPARTMENT OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Enclosed are the completed Articles of Incorporation for

WORLD AIRCRAFT CONNECTION, INC.

together with my Check # 474 in the amount of \$78.75 covering the required Filing Fees and Certified Copy. Please file said Articles.

Sincerely,

A handwritten signature in cursive script, appearing to read "Harry Agoado".

Harry Agoado
Encl.

**ARTICLES OF INCORPORATION
OF
WORLD AIRCRAFT CONNECTION, INC.**

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03 MAY 12 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of immunities and liabilities of Corporations for profit.

ARTICLE I – NAME

The name of the Corporation shall be:

WORLD AIRCRAFT CONNECTION, INC.

ARTICLE II – DURATION

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

ARTICLE III – PURPOSE

The Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV – CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which should be designated "Common Stock."

ARTICLE V – CAPITAL

The amount of capital with which the Corporation will begin business shall be \$100.00.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

30617 U. S. 19 North – Suite # 320 - Palm Harbor, Florida 34684

The name of the initial registered agent of this Corporation at that address is:

Harry Agoado

ARTICLE VII

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than two.

ARTICLE VIII

The name and street address of the member of the first Board of Directors are as follows:

**Harry Agoado
1450 Coachlight Way
Dunedin, Florida 34698**

**Richard P. Naylor
565 Frederica Lane – Bldg. C
Dunedin, Florida 34698**

ARTICLE IX – INCORPORATORS

The names and address of the initial subscribers signing these Articles are as follows:

**Harry Agoado
1450 Coachlight Way
Dunedin, Florida 34698**

**Richard P. Naylor
565 Frederica Lane – Bldg. C
Dunedin, Florida 34698**

ARTICLE X – BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and Shareholders.

ARTICLE XI – RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amounts set opposite their names.

Harry Agoado – 100 Shares

Richard P. Naylor – 100 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLES XII – ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XIII – AMENDMENT

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

ARTICLE XIV – TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals to these Articles of Incorporation, on this 8th day of May 2003.

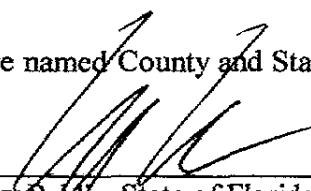

Harry Agoado


Richard P. Naylor

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared, Harry Agoado and Richard P. Naylor who, being first duly sworn, deposes and says that they are the individuals described in and who executed the foregoing Articles of Incorporation and acknowledges before me that they executed same for the purpose therein expressed.

WITNESS my hand and official seal in the above named County and State this 8th day of May 2003.


Notary Public, State of Florida

My Commission Expires:



FILED

03 MAY 12 PM 2: 35

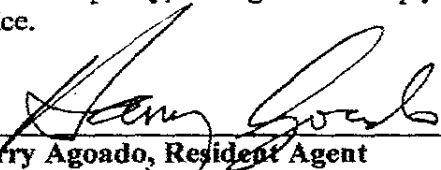
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

First: That **WORLD AIRCRAFT CONNECTION, INC.** desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 30617 U. S. 19 North, Suite # 320, Palm Harbor, Florida 34684, named Harry Agoado, 30617 U. S. 19, North, Suite # 320, Palm Harbor, Florida 34684 as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Harry Agoado, Resident Agent