

Division of Corporations

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : FILINGS, INC.
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TALLAHASSEE, FLORIDA

2003 NOV 14 AM 7:57

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FLORIDA PROFIT CORPORATION OR P.A.**FLY CAM USA, INC.**

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
FLY CAM USA, INC.

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2003 NOV 14 AM 7:57
CLERK OF DISTRICT COURT
STATE OF FLORIDA

ARTICLE I - NAME - LOCATION

The name of this corporation is FLY CAM USA, INC., located at 1844 N. Nob Hill Road,
#443, Plantation, FL 33322

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution and
acknowledgment of these articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of ONE DOLLAR
(\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same

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kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

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

2900 East Oakland Park Boulevard, Third Floor
Fort Lauderdale, FL 33306

and the name of the initial registered agent of this corporation at said address is:

John W. Case

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL GREENE	10640 N.W. 17 th Place, Plantation, FL 33322

ARTICLE VIII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL GREENE	10640 N.W. 17 th Place, Plantation, FL 33322

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ARTICLE IX - AMENDMENT

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.

ARTICLE X - QUALIFICATION UNDER SECTION 1244

This corporation shall qualify under Section 1244 of the Internal Revenue Code and Regulations issued thereunder, and the plan to issue Section 1244 stock shall be adopted by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of November, 2003.

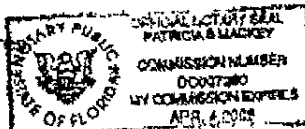

MICHAEL GREENE


STATE OF FLORIDA
COUNTY OF Duval

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MICHAEL GREENE known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County last aforesaid this 13 day of November, 2003.

My Commission Expires




NOTARY PUBLIC, STATE OF FLORIDA

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ACKNOWLEDGMENT BY REGISTERED AGENT

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


JOHN W. CASE, Registered Agent

PREPARED BY:
JOHN W. CASE, ESQUIRE
2900 EAST OAKLAND PARK BOULEVARD, THIRD FLOOR
FORT LAUDERDALE, FL 33306
(954) 564-0550

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