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TALLAHASSEE, FLORIDA

12-29-03

Transmittal Letter

Date: November 20, 2003

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

RE: Palm Beach Soaring Society, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, along with the registered agent form and one copy.

Also please find the required filing fee of \$78.75.

Please process the incorporation.

Very truly yours,



By: Randall Opat
(individual's name)

Palm Beach Soaring Society, Inc.
(name of corporation)

MAILING ADDRESS OF REGISTERED AGENT:

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

MAILING ADDRESS OF CORPORATION:

Palm Beach Soaring Society, Inc.
c/o Randall Opat
12355 Golden Eagle St
Port St. Lucie, FL. 34987

ARTICLES OF INCORPORATION
of
Palm Beach Soaring Society, 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.

ARTICLE I
CORPORATION NAME AND PRINCIPAL OFFICE

The name of the corporation is:

Palm Beach Soaring Society, Inc.

The corporation's principal office and mailing address is:

Palm Beach Soaring Society, Inc.
c/o Randall Opat
12355 Golden Eagle St
Port St. Lucie, FL. 34987

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TALLAHASSEE, FLORIDA

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 providing airplane service 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 Opat
12355 Golden Eagle St
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:

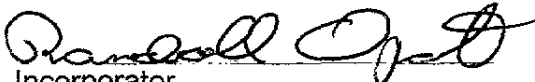
Randall Opat
12355 Golden Eagle St
Port St. Lucie, FL. 34987

ARTICLE VII
INCORPORATORS

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

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

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


Incorporator

State of Florida

SS

County of St. Lucie

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

Randall Opat

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

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


Notary Public, State of Florida, at Large



Notary Seal

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

Palm Beach Soaring Society, 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 **Palm Beach Soaring Society, Inc.
c/o Randall Opat
12355 Golden Eagle St
Port St. Lucie, FL. 34987**

has named **Randall 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)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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