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C.F. 2

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Take Flight Software, Inc.*

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_\_ Photo Copy \_\_\_\_\_

☒ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_\_ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by:

Name

Date

Time

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**ARTICLES OF INCORPORATION**  
**OF**  
**TAKE FLIGHT SOFTWARE, INC.**

The undersigned does hereby execute these Articles of Incorporation for the purpose of becoming a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

**ARTICLE I**

(Name)

The name of this corporation shall be: Take Flight Software, Inc.

**ARTICLE II**

(Duration)

The corporation is to commence its corporate existence on the date of filing these Articles of Incorporation with the Florida Department of State and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III**

(Purpose)

The general nature of the business to be transacted by this corporation is as follows:

To engage in research and development, purchase, sale, import, export, license, design, distribution, manufacture and/or conversion of any computer product, machine, appliance, apparatus and/or system, including all hardware and/or software; and to engage in computer consulting and advisory work; and to engage in any other lawful activity of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

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#### **ARTICLE IV**

(Stated Capital)

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

#### **ARTICLE V**

(Preemptive Rights)

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI**

(Board of Directors)

All corporate powers and business affairs of the corporation shall be exercised by and managed under the direction of a Board of Directors.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

The name and street address of the members of the first Board of Directors, the President, Secretary and Treasurer who, subject to the Bylaws of the Corporation, shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified are as follows:

<b>NAMES</b>	<b>ADDRESS</b>	<b>POSITION</b>
Robert L. Collier	9414 Pineapple Road Fort Myers, Florida 33912	President
Rick Eagle	8140 Popular Grove Drive Warrenton, VA 20187	Secretary/Treasurer

#### **ARTICLE VII**

(Principal Office)

The principal office and mailing address of this corporation is 9414 Pineapple Road, Fort Myers, Florida 33912.

#### **ARTICLE VIII**

(Initial Office and registered Agent)

The street address of the initial registered office of the corporation is 2250 First Street, Fort Myers, Florida 33901.

The name of the initial Registered Agent of this corporation at that office is Frank J. Aloia, Jr.

#### **ARTICLE IX**

(Incorporator)

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

**Robert L. Collier  
9414 Pineapple Road  
Fort Myers, Florida 33912**

**ARTICLE X**

**(Bylaws)**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholder provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE XI**

**(Amendment)**

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

**ARTICLE XII**

**(Special/Regular Meetings)**

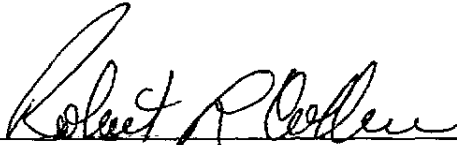
Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person by each Director.

**ARTICLE XIII**

**(Miscellaneous)**

No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

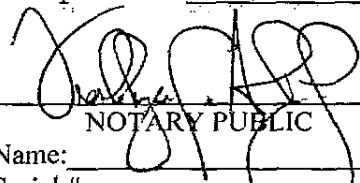
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid this 17 day of February, 2005.

  
Robert L. Collier, President

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing was acknowledged before me this 17<sup>th</sup> day of February, 2005, by Robert L. Collier, who is personally known to me or who has produced \_\_\_\_\_ as identification.

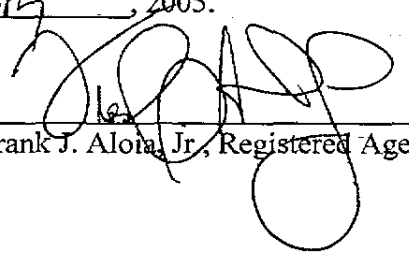
FRANKLYN J. ALOIA JR.  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD309678  
EXPIRES 4/12/2008  
BONDED THRU 1-888-NOTARY1

  
NOTARY PUBLIC  
Name: \_\_\_\_\_  
Serial #: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**ACCEPTANCE BY REGISTERED AGENT**

I, Frank J. Aloia, Jr., having been named as Registered Agent to accept service of process for the above stated limited liability company, at the place designated in the Articles of Organization, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 17<sup>th</sup> day of February, 2005.

  
\_\_\_\_\_  
Frank J. Aloia, Jr., Registered Agent

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