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FILED  
05 MAY 25 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5/27/05  
BLK

**JOHN L. KORTHALS**  
Attorney at Law

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May 23, 2005

Secretary of State  
Corporations Division  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: I Can Fly Avian Services, Inc.

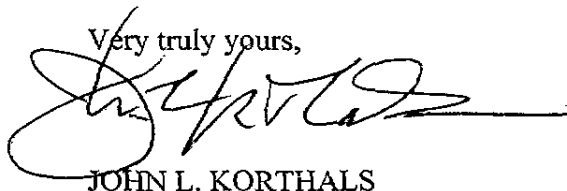
Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation and Certificate of Registered Agent for I Can Fly Avian Services, Inc., together with our Trust Account Check No. 11027 in the amount of \$78.75, to cover the cost of the following:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
	\$ 78.75

Please return the Certified Copy in the envelope provided, to this office, at your earliest possible convenience. Thank you for your cooperation.

Very truly yours,



JOHN L. KORTHALS

JLK/ejp  
Enclosures

**ARTICLES OF INCORPORATION  
OF**

***I CAN FLY AVIAN SERVICES, INC.***

**FILED**  
05 MAY 25 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article 1 - Name**

The name of this corporation is I CAN FLY AVIAN SERVICES, INC.

**Article 2 - Duration**

This corporation shall exist perpetually.

**Article 3 - Purpose**

This corporation is organized to do any and all business permitted under the laws of the State of Florida.

**Article 4 - Capital Stock**

This corporation is authorized to issue One Hundred (100) shares of One (\$1.00) Dollar par value common stock.

**Article 5 - Initial Registered Office and Agent**

The street address of the initial principal office of this corporation is 5924 NE 3<sup>rd</sup> Lane, Okeechobee, FL 34974. The initial Registered Agent of this corporation is REAL L. GAGNON, whose street address is 5924 NE 3<sup>rd</sup> Lane, Okeechobee, FL 34974.

**Article 6 - 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 by-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

Real L. Gagnon  
5924 NE 3<sup>rd</sup> Lane  
Okeechobee, FL 34974

**Article 7 - Incorporator**

The name and address of the person signing these articles is:

Real L. Gagnon  
5924 NE 3<sup>rd</sup> Lane  
Okeechobee, FL 34974

**Article 8 - Voting Rights**

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares.

**Article 9 - By-Laws**

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

**Article 10 - Calling of Special Meetings**

Special meetings of the shareholders may be called in any manner provided by law or the by-laws.

**Article 11 - Shareholder Quorum and Voting**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**Article 12 - Powers**

The corporation shall have all the powers enumerated in the Florida General Corporation Act.

**Article 13 - Director Quorum and Voting**

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

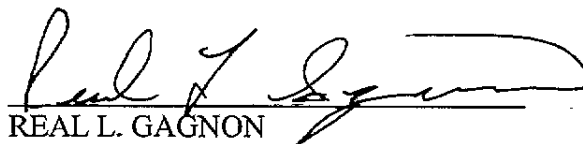
**Article 14 - Action by Directors Without a Meeting**

The Directors of this corporation may take action by written consent, without a meeting, as provided by law.

**Article 15 - 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.

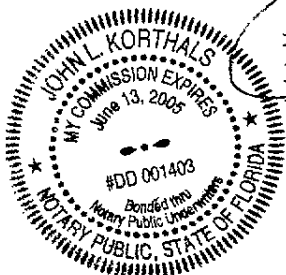
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3 day of May, 2005.

  
REAL L. GAGNON

STATE OF FLORIDA       )  
COUNTY OF BROWARD   )

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared REAL L. GAGNON, known to and 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 seal in the state and county aforesaid, this 13 day of May, 2005.



  
Notary Public

My Commission Expires: 6-13-05

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

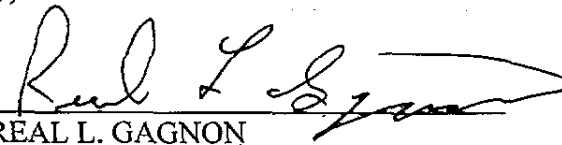
The following is submitted pursuant to Chapters 48.091(1) and 607.034 of the Florida Statutes:

I CAN FLY AVIAN SERVICES, INC., desiring to organize under the laws of the State of Florida, being in the County of Okeechobee, at 5924 NE 3<sup>rd</sup> Lane, Okeechobee, FL 34974, has named REAL L. GAGNON, located at the same address as its initial registered agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 A.M. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

DATED this 13 day of May, 2005.

  
REAL L. GAGNON