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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

05 JUN 29 AM 10:53

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6/29/05
BLW

W05-28052

155

Law Offices of
R. PATRICK PHILLIPS

Post Office Box 1153
Orlando, Florida 32802-1153
Telephone: (407) 425-7676
Facsimile: (407) 425-7679
E-Mail: rphillips1@a.netzero.net

R. PATRICK PHILLIPS
Board Certified
Aviation Law Attorney

200 N. Thornton Avenue
Orlando, Florida 32801

June 23, 2005

Bruce W. Kitchens, Document Specialist
New Filings Section
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Letter Number: 905A00039881
Warbird Adventure, Inc.
Warbird Adventure Flights, Inc.

Dear Mr. Kitchens:

Please find enclosed Articles of Incorporation and Designation of Registered Agent for Warbird Adventure Flights, Inc. This is being submitted as a substitute of the documents previously sent for Warbird Adventure, Inc., and rejected because of the similarity of names with others.

For your convenience, I have enclosed a self-addressed, stamped envelope so you can forward back to me certified copies of the Articles of Incorporation.

Thank you very much for your assistance in this matter.

Very truly yours,



R. Patrick Phillips

RPP/bwb
enc.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 7, 2005

LAW OFFICES OF R. PATRICK PHILLIPS
P.O. BOX 1153
ORLANDO, FL 32802-1153

SUBJECT: WARBIRD FLIGHTS OF FLORIDA, INC.
Ref. Number: W05000028052

We have received your document for WARBIRD FLIGHTS OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6840.

Bruce W Kitchens
Document Specialist
New Filings Section

Letter Number: 905A00039881



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 21, 2005

LAW OFFICES OF R. PATRICK PHILLIPS
P.O. BOX 1153
ORLANDO, FL 32802-1153

SUBJECT: WARBIRO ADVENTURES, INC.
Ref. Number: W05000028052

We have received your document for WARBIRO ADVENTURES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please call me so we can find a Corporate Name for you.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6840.

Bruce W Kitchens
Document Specialist
New Filings Section

Letter Number: 905A00039881

**ARTICLES OF INCORPORATION
OF
WARBIRD ADVENTURE FLIGHTS, INC.**

FILED

05 JUN 29 AM 10:53

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME OF CORPORATION

The name of this corporation is **WARBIRD ADVENTURE FLIGHTS, INC.**

ARTICLE II - PURPOSES

This corporation is organized for the purpose of transacting any or all lawful business pursuant to the provisions of Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 7,000 shares of common stock, each having a par value of \$1.00. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV - PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 1818 N. Peninsula Avenue, New Smyrna Beach, Florida 32169. The mailing address of the corporation is 1818 N. Peninsula Avenue, New Smyrna Beach, Florida 32169.

ARTICLE V - DURATION

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1818 N. Peninsula Avenue, New Smyrna Beach, Florida 32169 and the name of its initial registered agent at such address is LLOYD W. MORRIS.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors 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 Directors of this corporation are:

LLOYD W. MORRIS
1818 N. Peninsula Avenue
New Smyrna Beach, Florida 32169

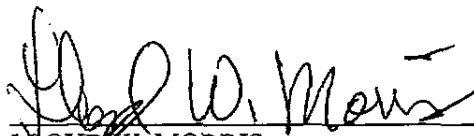
GAY B. MORRIS
1818 N. Peninsula Avenue
New Smyrna Beach, Florida 32169

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these ARTICLES OF INCORPORATION is:

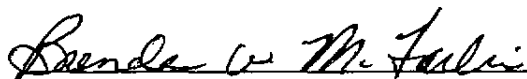
LLOYD W. MORRIS
1818 N. Peninsula Avenue
New Smyrna Beach, Florida 32169

IN WITNESS WHEREOF, the undersigned subscriber has executed these ARTICLES OF INCORPORATION this 1st day of June, 2005.


LLOYD W. MORRIS

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, on the 1st day of June, 2005, appeared LLOYD W. MORRIS who is personally known to me or who produced the following form of identification: FL.DR. M620-539-48-213-0, and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that he executed same.


Notary Public, State of Florida
My Commission Expires:
My Commission Number:



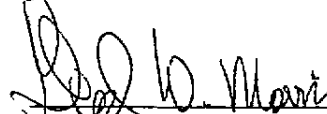
Brenda W. McFarlin
MY COMMISSION # DD163753 EXPIRES
November 16, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

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

Pursuant to Chapter 48.091, 607.0501, and 607.0505, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That WARBIRD ADVENTUREFLIGHTS, INC, desiring to organize under the laws of the State of Florida, with its registered office located at 1818 N. Peninsula Avenue, New Smyrna Beach, Florida 32169, has named LLOYD W. MORRIS as its registered agent to accept service of process within this State.

SECOND: Having been named as registered agent and to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in that 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.



LLOYD W. MORRIS