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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 613034 7152086

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 23, 2005

ORDER TIME : 9:44 AM

ORDER NO. : 613034-005

CUSTOMER NO: 7152086

CUSTOMER: Paul M. Guntharp, Esq
Paul M. Guntharp, Jr., P.a.

Suite 6
185 Cypress Point Parkway
Palm Coast, FL 32164

DOMESTIC FILING

NAME: WINGS & WHEELS OF AMERICA,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake - EXT. 2959

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATION
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ARTICLES OF INCORPORATION

of

WINGS & WHEELS OF AMERICA, INC.

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

WINGS & WHEELS OF AMERICA, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street address of the initial principal office of this corporation in the State of Florida is 90 Pepperdine Drive, Palm Coast, Florida, 32164. The mailing address of the initial principal office of this corporation is 90 Pepperdine Drive, Palm Coast, Florida, 32164. The Board of Directors may, from time to time, move the principal office or mailing address to any other addresses in Florida.

ARTICLE VI. DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
David Ray Mockabee	90 Pepperdine Drive Palm Coast, Florida, 32164
Phillis A. Mockabee	90 Pepperdine Drive Palm Coast, Florida, 32164

ARTICLE VIII. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Phillis A. Mockabee, 90 Pepperdine Drive, Palm Coast, Florida, 32164, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at anytime in accordance with the provisions of Florida law.

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X. INCORPORATORS

The name and post office address of each incorporator of these Articles of Incorporation is:

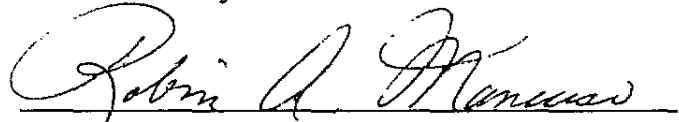
<u>Name</u>	<u>Address</u>
Phillis A. Mockabee	90 Pepperdine Drive Palm Coast, Florida, 32164


Phillis A. Mockabee, Incorporator

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Phillis A. Mockabee, to me personally known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation. Declarant produced a driver's license as identification and did not take an oath.

WITNESS my hand and official seal in the County and State named above this 22nd day of September, 2005.



Notary Public

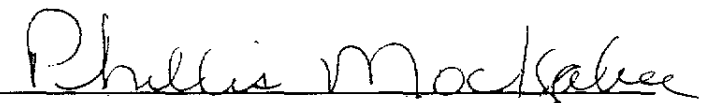
My commission expires: 8/24/08



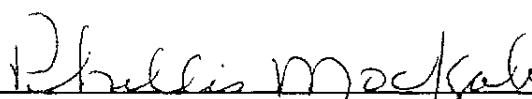
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: WINGS & WHEELS OF AMERICA, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 90 PEPPERDINE DRIVE, PALM COAST, FLORIDA, 32164,
HAS NAMED PHILLIS A. MOCKABEE, 90 PEPPERDINE DRIVE, PALM COAST,
FLORIDA, 32164, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.


Phillis A. Mockabee, Incorporator
DATE: September 22, 2005

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


Phillis A. Mockabee, Registered Agent
DATE: September 22, 2005

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