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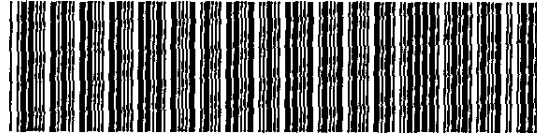
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W05-42425



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2005 OCT -6 AM 9:39  
STATE  
TALLAHASSEE FLORIDA

J 10/10/05

WALDENSE D. MALOUF, Esq. FL.Bar #49925  
700 Delaware Ave.  
Palm Harbor, Fl. 34683  
Tel: 727-784-1116

FLA DEPT. of STATE  
Div. of Corporations  
409 E. Gaines St.  
Tallahassee, FL.32399

September 6, 2005

Dear Cynthia,

Enclosed, please find the original and a copy of the Articles of Incorporation of DAN FRITZ AVIATION, Inc., a new corporation for filing, together with my check no. 3511, in amount of \$78.75 filing fee. Also, the Designation of the Registered Agent.

Dan Fritz is in the U.S. Marine Corps. on active duty Pacific area, based in Hawaii. You will find the original power of attorney, designating his brother Donald Fritz to act in his place and stead. This is a general power of attorney. IT MUST BE RETURNED TO DONALD. I have provided a copy for the Secretary. I suggest that you mark the copy indicating that you or your office have viewed the original and returned the original to me or to the Palm Harbor Fl. address shown on the Articles of Incorporation. I hope the documents are sufficient. Dan is a pilot and his duties send him to far away places.

Sincerely,

  
Waldense D. Malouf

2005 OCT -6 AM 9:39  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

2005 OCT -6 AM 9:39

FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

September 13, 2005

WALDENSE D. MALOUF, ESQ.  
700 DELAWARE AVENUE  
PALM HARBOR, FL 34683

SUBJECT: DAN FRITZ AVIATION, INC.  
Ref. Number: W05000042425

We have received your document for DAN FRITZ AVIATION, 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 registered agent and street address must be consistent wherever it appears in your document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 205A00056464

**ARTICLES OF INCORPORATION**

of

**DAN FRITZ AVIATION, INC.**

2005 OCT -6 AM 9:39

STATE OF FLORIDA  
TALLAHASSEE

I, DANIEL A. FRITZ, the undersigned, do hereby associate myself for the purpose of forming and becoming a corporation for profit, under the laws of the State of Florida, and do hereby certify that they have become such corporation under and pursuant to the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation is: **DAN FRITZ AVIATION, INC.**

located at

3542 Ridge Blvd., Palm Harbor, FL 34684

**ARTICLE II - NATURE OF BUSINESS**

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

1. To engage in the business to buy, sell, rent, trade and lease aircraft and aircraft related items including components and parts and to renovate, refurbish, design and restore aircraft, aircraft interiors, motor vehicle and boat interiors including upholstering, paneling, carpeting, instrument panels and develop design technology and do all things cosmetic as well as airworthy, in accordance with FAA Regulations. To develop methods, processes and inventions related to aircraft improvements.

2. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, rent 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.

3. 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 payment of corporate indebtedness as required.

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

5. 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 while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

6. To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by this corporation.

7. To buy and sell all kinds of property, both real and personal, to borrow money, issue promissory notes and other evidence of indebtedness. To own, buy, mortgage, sell or otherwise dispose of and to deal in with property of all kinds, as well as capital stock and shares of this corporation and that of other corporations, and to vote any share of such other corporations as may be owned by it, the same as a natural person might do, and to enter into such agreements, contracts, and stipulations and to make such arrangements as may be or seem necessary to carry out the same and to attain the objects and purposes herein expressed and intended; and

to contract any further and other business necessarily connected with the purpose of this corporation, or calculated to facilitate the same.

8. To become a member of and enter into any partnership or agreement for sharing profits with any person, firm or corporation.

9. To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restrictions as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

10. To do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, otherwise alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as herein above set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article in this certificate, but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers. Upon incorporation, compliance will be made to Internal Revenue Code of 1954, Sec. 1244, and compliance with the sub-chapter S Section of the U. S. IRS Code as amended.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

75,000 Shares at a par value of 10 cents per share,

50,000 Shares shall issue, and the remaining

25,000 Shares shall remain authorized but unissued, for expansion purposes until further action by the Board of Directors and Stockholder

100% of the shares shall be owned by DANIEL A. FRITZ

#### **ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is \$1,000.00 and will be based at 3542 Ridge Blvd., Palm Harbor, FL 34684.

#### **ARTICLE V - EFFECTIVE DATE**

The effective date of this corporation shall be the date these Articles are filed.

#### **ARTICLE VI - TERMS OF EXISTENCE**

The term for which this corporation is to exist shall be perpetual, unless sooner dissolved pursuant to law.

#### **ARTICLE VII - ADDRESS**

The principal office of this corporation shall be and is located at 3542 Ridge Blvd., Palm Harbor, FL 34684.

Said corporation, however, may establish branch offices in any other place or places, and may change the place of the principal office as and when it is deemed advisable by the Board of Directors.

The post office address of the principal office of this corporation is 3542 Ridge Blvd., Palm Harbor, FL 34684.

#### **ARTICLE VIII - DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by the bylaws adopted by the stockholders.

### **ARTICLE IX - INITIAL DIRECTORS**

The names and post office address of the member of the first Board of Directors is:

DANIEL A. FRITZ  
3542 Ridge Blvd., Palm Harbor, FL 34684

### **ARTICLE X - SUBSCRIBERS**

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and hold and the value of the consideration thereof are:

	<u>Shares</u>	<u>Value</u>
DANIEL A. FRITZ 3542 Ridge Blvd. Palm Harbor, FL 34684	50,000	\$500.00

### **ARTICLE XI - OFFICERS**

The name of the officer who is to serve until the first election next following the filing of these Articles of Incorporation are as follows:

DANIEL A. FRITZ	-	President and Secretary-Treasurer
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### **ARTICLE XII - REGISTERED AGENT**

The Registered Agent of the above corporation shall be Daniel A. Fritz, 3542 Ridge Blvd., Palm Harbor, Florida 34684.

### **ARTICLE XIII - AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended from time to time at any regular meeting of the Board of Directors by a two-thirds vote of the members present and voting, providing notice of the proposed amendment has been given at the previous meeting.



**ARTICLE XIV - BYLAWS**

The Bylaws of this corporation may be made, altered or rescinded from time to time at any regular meeting of the Board of Directors by a two-thirds vote of the members present and voting, provided notice of the proposed amendment has been given at the previous meeting.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals, this 23<sup>RD</sup> day of AUGUST, 2005, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary these Articles of Incorporation, and certify that the facts herein stated are true.

Witness Rick Kowalich

P.O.A. DANIEL A. FRITZ  
DANIEL A. FRITZ,  
President and Secretary-Treasurer

Witness MATT

STATE OF FLORIDA  
COUNTY OF PINELLAS

DONALD H. FRITZ P.O.A.

BEFORE ME, personally appeared DANIEL A. FRITZ, to me well known, or who produced OHIO DRIVERS LICENSE # RS637342 for identification, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 23rd day of August, 2005

[Signature]  
Notary Public  
My Commission Expires:

H. FRITZ  
Notary Public, State of Ohio  
My Commission Expires Nov. 17, 2006

**STATE OF FLORIDA  
OFFICE  
of  
SECRETARY OF STATE**

**Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Address of the Officers and Directors.**

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First — That **DAN FRITZ AVIATION, INC.**, a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at ~~Fort Lauderdale~~ <sup>**PALM HARBOR**</sup>, County of Pinellas, State of Florida, has named ~~Waldense D. Malouf~~ <sup>**DANIEL FRITZ**</sup>, located at ~~700 Delaware Avenue~~ <sup>**3542 RIDGE BLVD. PALM HARBOR**</sup>, Palm Harbor, County of Pinellas, State of Florida 34684, as its agent to accept service of process within this state.

OFFICER:	Affix Titles: Name	Specific Address
	DANIEL A. FRITZ President Secretary-Treasurer	3542 Ridge Blvd. Palm Harbor, FL 34684
DIRECTOR:	DANIEL A. FRITZ	3542 Ridge Blvd. Palm Harbor, FL 34684

ILLAHASSEE FLORIDA

2005 OCT -6 AM 9:39

By:

P.O.A. DANIEL A. FRITZ

**ACKNOWLEDGMENT: (Must be signed by DESIGNATED AGENT)**

Having been named to accept service of process by the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision and Act relative to keeping open said office.

By:

Waldense D. Malouf, Registered Agent

DANIEL A. FRITZ