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Robert C. Adamski

Attorney and Counselor at Law

Admitted to Practice before The Florida Bar and before The Supreme Court of the United States of America

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FAX: (813) 772-8700

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PLEASE REPLY TO CAPE CORAL OFFICE.

SOUTH FORT MYERS OFFICE:
THE RENAISSANCE CENTER, SUITE 200
6005 COLLEGE PARKWAY
FORT MYERS, FLORIDA 33919
TELEPHONE: (813) 482-7578

NEW AREA CODE IS 941 AFTER MAY 20

April 18, 1995

Secretary of State
Division of Corporations
The Capital, Room 2002
Tallahassee, Florida 32314

4000001460584
-04713205--01084--010
*****70.00 *****70.00


Re: Top Fun Flyers Association of Southwest Florida, Inc.

Dear Sir/Madam:

Enclosed herewith are the Articles of Incorporation along with my check in the amount of \$70.00 for the above referenced corporation. Please file the above mentioned document accordingly.

Thank you in advance for your courtesy and cooperation.

Very truly yours,



Angela J. Zechmann, Secretary
to Robert C. Adamski

/ajz

Enclosures as stated.

FILED
95 APR 19 AM 11:01
TALLAHASSEE, FLORIDA

APR 21-24

95 APR 19 PM 01
FILED
SEC. 607
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TOP FUN FLYERS ASSOCIATION OF SOUTHWEST FLORIDA, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Chapter 607, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is: TOP FUN FLYERS ASSOCIATION OF SOUTHWEST FLORIDA, INC.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS

The principal place of business is: 305 San Remo Lane, N. Ft. Myers, FL 33903.

ARTICLE III: DURATION

The corporation shall begin business upon filing these Articles of Incorporation. The corporation shall have perpetual existence, except that the same may be dissolved as provided by law.

ARTICLE IV: PURPOSE

The corporation may engage in any lawful activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE V: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is TEN THOUSAND shares of common stock. Such shares shall have a par value of ONE DOLLAR per share.

ARTICLE VI: SUBSCRIBERS

The names and post office addresses of the incorporators and the subscribers to these Articles of Incorporation with the amount of stock subscribed for and agreed to be taken are as follows:

ROBERT MCDONAGH	100 Shares
305 San Remo Lane	
N. Ft. Myers, FL 33903	

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The corporation shall have an initial Board of Directors and such Board may be increased in accordance with the Bylaws, but shall never be less than ONE. The Board shall designate and elect the Officers of the corporation and perform other duties and

responsibilities as authorized and provided by law. The name and address of each Initial

Director of the Corporation is as follows:

JOHN SEROVINSKI
1831 S. Blacayne
N. Port, FL 34287

BRUCE BUTERA
1266 Hudson Road
Venice, FL

ROBERT HUGHES
2881 Ida Lane
N. Port, FL 34287

ROBERT MCDONAGH
305 San Remo Lane
N. Ft. Myers, FL 33903

ARTICLE VIII: REGISTERED AGENT

The street address of the Initial Registered Office of the corporation is: 305 San Remo Lane, N. Ft. Myers, FL 33903. The name of the Initial Registered Agent at that address is: ROBERT MCDONAGH.

ARTICLE IX: PREEMPTIVE RIGHTS

Each shareholder, upon the sale of any stock of the corporation, shall have the right to purchase his pro rata share thereof at the same price as is offered to others.

ARTICLE X: POWERS AND AMENDMENT

The Officers, Directors and Shareholders of the corporation shall possess and enjoy all powers allowed by the law except as restricted, limited or prohibited by these Articles of Incorporation, the Bylaws of the Corporation, or by other acts of the Corporation.

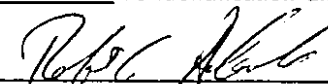
IN WITNESS WHEREOF, the undersigned, being the Incorporator and initial subscriber(s) to the capital stock hereinbefore mentioned for the purpose of forming a corporation as herein provided under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying the facts hereinabove to be true, and further agree to take the number of stock hereinbefore mentioned for the purpose of forming a corporation as herein provided under the laws of the State of Florida, all being done this 18 day of APRIL, 1995, A.D.


ROBERT MCDONAGH

ACKNOWLEDGEMENT BY NOTARY PUBLIC

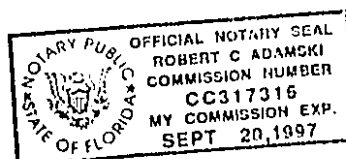
STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY the foregoing instrument was acknowledged before me this 18 day of APRIL, 1995, by ROBERT MCDONAGH, who is personally known to me or who has produced as identification and who did (did not) take an oath.


Notary Public

My Commission Expires:

ROBERT C. ADAMSKI



ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes, Section 48.091, having been named to act as Registered Agent of the corporation known as TOP FUN FLYERS ASSOCIATION OF SOUTHWEST FLORIDA, INC., does hereby accept the appointment as Registered Agent of said corporation.

DATED this 18 day of APRIL, 1996, A.D.


ROBERT MCDONAGH
Registered Agent

This instrument prepared by:
ROBERT C. ADAMSKI, ESQUIRE
2724 Del Prado Boulevard
Suite 201
Cape Coral, Florida 33904
(813) 772-9996

Doc:artincor.1

FILED
95 APR 18 11:01
TALLAHASSEE
FLORIDA