

April 17, 1995

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Ransom R Faerschuld

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SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

KSW
4/25/95

ARTICLES OF INCORPORATION

of

Fairchild R/C AIRPLANES, CORP.

The undersigned subscriber(s) to the Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: FAIRCHILD R/C AIRPLANES, CORP.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

The corporation may hire such employees as may be necessary or desirable to accomplish its purposes, and may hold such licenses as are necessary or convenient to enter into contracts of every nature, to own real or personal property, to borrow money, and to do any other act considered by the directors or its officers to be reasonably necessary for the accomplishment of corporate purposes, and to do all things authorized by the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five-Hundred (500) shares of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - RIGHT OF SHARES OF CAPITAL STOCK

Except as otherwise provided by law, the entire voting power of the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:
FAIRCHILD R/C AIRPLANES, CORP.
1226 SUGAR CREEK LANE
ROCKLEDGE, FLORIDA 32955

The name and street address of the Initial Registered Agent of this Corporation is:
RANSOM R. FAIRCHILD
1226 SUGAR CREEK LANE
ROCKLEDGE, FLORIDA 32955

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) 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 (1). The name and address of the initial director of this corporation shall be:

RANSOM R. FAIRCHILD
1226 SUGAR CREEK LANE
ROCKLEDGE, FLORIDA 32955

ARTICLE IX - INCORPORATORS

The name and address of the incorporators signing these Articles of Incorporation are as follows:

RANSOM R. FAIRCHILD
1226 SUGAR CREEK LANE
ROCKLEDGE, FLORIDA 32955

ARTICLE X - BYLAWS

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

ARTICLE XI - CUMULATIVE VOTING

At each election for directors, every share holder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XII - AMENDMENT

This corporation shall reserve the right to amend or repeal provisions contained in these Articles of Incorporation, or any amendments thereto, 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 18th day of April, 1995

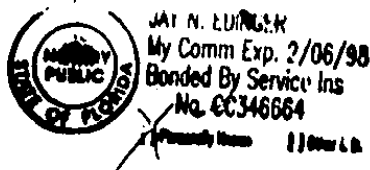
Ransom R. Fairchild
Ransom R. Fairchild

STATE OF FLORIDA)
 SS
COUNTY OF BREVARD)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared RANSOM R. FAIRCHILD, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

[Signature]
Notary Public

My Commission Expires: 2-6-98



WITNESS my hand and official seal in the County and State last aforesaid this 18th day of April, 1995

STATE OF FLORIDA)
 SS
COUNTY OF BREVARD)

OATH OF REGISTERED AGENT

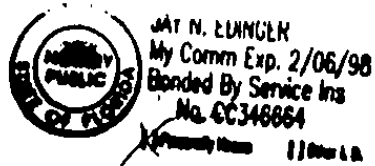
I, RANSOM R. FAIRCHILD having been named to accept service of process for FAIRCHILD R/C AIRPLANES, CORP. at 1226 Sugar Creek Lane, Rockledge, Florida 32955 hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

Ransom R. Fairchild
Ransom R. Fairchild

SWORN TO AND SUBSCRIBED before me on this 18th day of April, 1995.

[Signature]
Notary Public

My Commission Expires: 2-6-98



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TALLAHASSEE, FLORIDA