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LITTMAN & SHERLOCK, P.A.

ATTORNEYS AT LAW

1855 S. KANNER HIGHWAY

STUART, FLORIDA

TELEPHONE (407) 287-0200

JAMES F. LITTMAN

CURTIS A. LITTMAN

VERONICA R. SHERLOCK

REPLY TO

POST OFFICE BOX 1197

STUART, FLORIDA 34995

May 4, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir:

Enclosed for filing are the Articles of Incorporation and designation of registered agent form for SKYSAIL, CORP.

Also enclosed is our check in the amount of \$122.50 in payment of the filing fee.

Please return the Certificate of Incorporation to this office at the above mailing address.

Thank you for your courtesy and assistance.

Sincerely,

LITTMAN & SHERLOCK, P.A.

Virginia P. Sherlock

VPS/nol
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

SKYSAIL, CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this Corporation is SKYSAIL, CORP.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "common shares".

ARTICLE V. 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.

ARTICLE VI. COMPLIANCE WITH SECURITIES ACT

Pursuant to § 517.061, Florida Statutes, the capital stock of this corporation shall in no event be offered or sold to more than five (5) persons; no public solicitation or advertisement shall be made regarding sale of said capital stock; and no commission or compensation shall be made to any person for the sale of said capital stock other than its purchase price from the ultimate purchaser to the seller.

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the office of this corporation is 2675 SW Prospect Place, Palm City, FL 34990, and the name of the initial registered agent of this corporation is VIRGINIA P. SHERLOCK, and her address is 1855 South Kanner Highway, Stuart, FL 34994.

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 fewer than one (1) member and never more than three (3) members. The name and address of the initial director of this corporation are as follows:

MARTIN L. MAINS
2675 SW Prospect Place
Palm City, FL 34990

ARTICLE IX. INCORPORATORS

The name and address of the person signing these Articles are: MARTIN L. MAINS, 2675 SW Prospect Place, Palm City, FL 34990.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of May, 1995.

 (SEAL)

STATE OF FLORIDA

COUNTY OF MARTIN

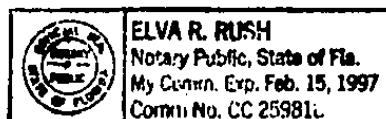
Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared MARTIN L. MAINS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles. MARTIN L. MAINS is personally known to me or has produced his driver's license as identification and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 4th day of May, 1995.



Notary Public

My Commission Expires:



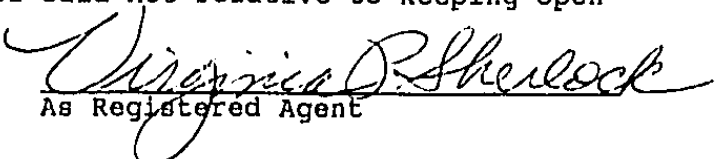
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

That
desiring to organize under the laws of the State of Florida, with
its principal office at Palm City, County of Martin, State of
Florida, as set forth in the Articles of Incorporation, has named
VIRGINIA P. SHERLOCK, located at 1855 South Kanner Highway,
Stuart, Florida, as its Registered Agent to accept service of
process on the corporation's behalf within this State.

ACKNOWLEDGMENT
(Must Be Signed by Registered Agent)

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


As Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA