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PLEAT & ASSOCIATES, P.A.

ATTORNEYS AT LAW

DAVID BRAND PLEAT*
R. LANE LYNCHARD, LL.M.
SABRINA A. BROWN†

*ALSO ADMITTED IN D.C. & MD.
†ALSO ADMITTED IN CT.

4477 LEGENDARY DRIVE
SUITE 202
DESTIN, FLORIDA 32541
(850) 650-0599
FAX (850) 650-4402
E-MAIL: pleat@nuc.net

April 19, 1999

Florida Department of State
Division of Corporations
New Filing Section
409 East Gaines Street
Tallahassee, FL 32399

FILED
99 APR 23 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Restated Articles of Incorporation - Beach Air Adventures, Inc.

Dear Sir or Madam:

Enclosed are the original Restated Articles of Incorporation of Beach Air Adventures, Inc. (formerly Terry A. Hagle, Inc.) Also enclosed is a check in the amount of \$35.00 to cover the costs of amending and restating the Articles of Incorporation. Please feel free to call me if you have any questions.

Sincerely,



R. Lane Lynchard

RLL/tpk
Enclosures

*spoke to Lane Lynchard
4-29-99 about Title +
word initial - BMS
NC Amend
4-29-99
BMS*

200002848592--6
-04/23/99--01012--004
*****35.00 *****35.00

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

TERRY A. HAGLE, INC.

FILED

99 APR 23 PM 4:43

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of F.S. 607.1007, this Corporation adopts the following restated Articles of Incorporation:

FIRST: The corporation's amended Articles of Incorporation are as follows:

**ARTICLES OF INCORPORATION
OF
BEACH AIR ADVENTURES, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation (hereinafter "Corporation") is Beach Air Adventures, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in recreational flight entertainment and advertising and/or any business as permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Hundred (100), all of which shall be Common Shares, \$1.00 par value. All Common Shares shall be identical with each other in every respect.

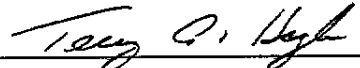
ARTICLE V

The street address of the principal office of the Corporation is 4567 Woodward Drive, Destin, Florida 32541.

ARTICLE VI

The address of its Registered Office is 4567 Woodward Drive, Destin, Florida 32541, and the name of its initial Registered Agent at said address is Terry A. Hagle.

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said Corporation.


Terry A. Hagle

ARTICLE VII

The Board of Directors shall consist of Two (2) members. The names and addresses of the persons who will serve on the Board of Directors are:

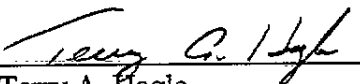
Terry A. Hagle
4567 Woodward Drive
Destin, Florida 32541

David P. Brown
746 Bayshore Drive
Destin, Florida 32541

ARTICLE VIII

The name and address of the incorporator signing these articles is:

Terry A. Hagle
4567 Woodward Drive
Destin, Florida 32541


Terry A. Hagle
Incorporator

Dated: April 16, 1999.

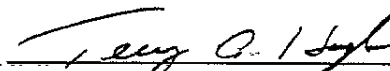
SECOND: The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

THIRD: The date of the amendment's adoption is April 16, 1999.

FOURTH: The foregoing amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 16 day of April, 1999.

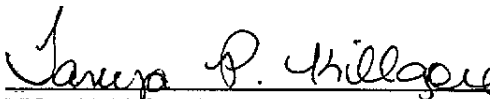
Beach Air Adventures, Inc.



Terry A. Hagle
President


STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 16 day of April, 1999, by Terry A. Hagle, President of Beach Air Adventures, Inc., who is personally known to me or who produced _____ as identification and who did take an oath and acknowledged and declared that he executed the same for the uses and purposes therein set forth.



NOTARY'S NAME: _____
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: _____

This instrument was prepared by:
R. Lane Lynchard, Esq.
Pleat & Associates, P.A.
4477 Legendary Drive, Suite 202
Destin, Florida 32541

 Tanya P Killgore
My Commission CC816240
Expires March 9, 2003