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TRANSMITTAL LETTER

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

FILED
96 MAR 22 AM 10:35
TALLAHASSEE, FLORIDA

SUBJECT: Skydive Unlimited, Inc.
(proposed corporate name)

*****70.00 *****70.00

Enclosed please find an original and one (1) copy of the articles of Incorporation and check in the amount of \$ 70.00.

FROM: Bruce R. Glassman
Name
2955 Hartley Road, Suite 103
Address
Jacksonville, FL 32257
City, State, & Zip
(904) 262-4313
Telephone Number

Note: Additional copy of articles is needed only when certified copy is requested.

D. BROWN MAR 29 1996

**ARTICLES OF INCORPORATION
OF
SKYDIVE UNLIMITED, INC.**

FILED
JAN 13 1993
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Skydive Unlimited, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2445 Dunn Avenue, Apt. #516
Jacksonville, FL 32218

ARTICLE III CAPITAL STOCK

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

1,000,000 shares common stock all at \$0.01 par value

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

J. Patrick Whorton
2445 Dunn Avenue, Apt. #516
Jacksonville, FL 32218

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

J. Patrick Whorton
2445 Dunn Avenue, Apt. #516
Jacksonville, FL 32218

ARTICLE VI DIRECTOR(S)

The name(s) and street address(es) of the initial director(s) of this corporation is (are):

J. Patrick Whorton
2445 Dunn Avenue, Apt. #516
Jacksonville, FL 32218

The undersigned has executed these Articles of Incorporation this 20th day of March, 1996.



J. Patrick Whorton - President

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is Skydive Unlimited, Inc.
2. The name and address of the registered agent and office is:

J. Patrick Whorton
2445 Dunn Avenue, Apt. #518
Jacksonville, FL 32218

SIGNATURE _____

J. Patrick Whorton

TITLE President

DATE: March 22nd, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

J. Patrick Whorton

DATE: March 22nd, 1996

REGISTERED AGENT FILING FEE: \$35.00