

096000028150

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

SN APR - 1 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4/1		
TIME	1:30		CK No.
BY	DD		

WALK-IN
 Will Pick Up _____

_____ of _____ No 52504
 RE: Flying High Internet

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
<input checked="" type="checkbox"/> C U S- 6-5		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
FLYING HIGH INTERNATIONAL, INC.**

JAN 11 1980

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is FLYING HIGH INTERNATIONAL, INC.

The principal place of business of this corporation shall be 2782 Northwest 79th Avenue, Miami, Florida 33122.

**ARTICLE TWO
CORPORATE DURATION**

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To transact all lawful business for which corporations may be organized under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

2. To take, buy, exchange, lease, or otherwise acquire real property and any interest or right therein, and to hold, own, operate, control, maintain, manage, and develop such property and interests in any manner that may be necessary, useful, or advantageous for the purposes of this corporation.

3. To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control any and all kinds of buildings and any and all other structures and erections that may at any time be necessary, useful, or advantageous for the purposes of the corporation.

4. To sell, assign, convey, exchange, lease, and otherwise deal in and dispose of such real and personal property, lands, buildings, chattels, chattels real, rights, easements, privileges, chosen in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of by the corporation under the laws of the State of Florida.

5. To have and to exercise all the power now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

6. The above-enumerated authority shall not be construed as limiting or restricting in any manner the authority of this corporation which shall always have such incidental authority as may be connected with or related to any specific authority herein enumerated.

ARTICLE FOUR CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock with no par value.

ARTICLE FIVE ISSUANCE OF STOCK

At any time and from time to time when authorized by resolution of the board of directors and without any action by its stockholders, the corporation may issue or sell any shares of its capital stock of any class, whether out of the unissued shares authorized by the articles of incorporation of the corporation as originally filed or by any amendment thereof, or out of shares of its stock acquired after the issue, and whether or not the shares issued or sold shall confer upon the holders of them the right to exchange such shares for other shares of stock of the corporation of any class or classes. The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, cash, labor done, personal property or real property, or leases thereof, and in the absence of actual fraud in the transaction, the judgment of the directors of the corporation as to the value of the labor, property, real estate, or lease thereof so received, shall be conclusive.

ARTICLE SIX PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE SEVEN DIRECTORS

The business of the corporation shall be managed and conducted by a board of not less than two directors. The number shall be fixed by the bylaws and may be changed from time to time. The names and addresses of the initial Directors of the corporation are: Lilitana Amalia Steinbrecher of 2782 Northwest 79th Avenue, Miami, Florida 33122; and Hilda Bosich of 2782 Northwest 79th Avenue, Miami, Florida 33122.

**ARTICLE EIGHT
DIRECTORS - INDEMNIFICATION**

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors, [subject to the approval of a majority of shareholders] that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceedings by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceedings, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this section.

(b) The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

(c) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE NINE DIRECTORS - INSURANCE AGAINST PROFESSIONAL LIABILITY

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him in any such capacity, or arising out of his or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provisions of these articles, or under law.

ARTICLE TEN REGISTERED AGENT

The initial registered agent for this corporation is Beatriz M. Caldirola, and the initial registered office is located at 2782 Northwest 79th Avenue, Miami, Florida 33122.

ARTICLE ELEVEN INCORPORATOR

The name and street address of the Incorporator is Albert D. Rey, Esquire, of 7240 Northwest 12th Street, Miami, Florida 33126.


DATED on March 28th, 1996.



Albert D. Rey, Esquire, Incorporator

**STATE OF FLORIDA
COUNTY OF DADE**

The foregoing instrument was acknowledged before me on this 28th day of March, 1996, by Albert D. Rey, Esquire, who personally appeared before me at the time of notarization, and who produced a Venezuelan Passport as identification and who did not take an oath.


Idelsy B. Evora
NOTARY PUBLIC
State of Florida at Large
My Commission Expires



IDELSY B. EVORA
My Commission CC375117
Expires May, 23, 1998
Bonded by HAI
800-422-1555

CONSENT OF REGISTERED AGENT

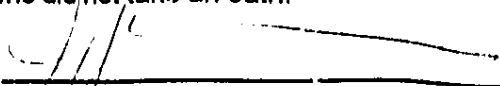
HAVING BEEN NAMED as registered agent and to accept service of process for the above stated corporation at the registered office designated in the foregoing articles of incorporation, I hereby accept the designation as registered agent and agree to act in this capacity. I further agree to comply with 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.

DATED on March 28th, 1996.


Beatriz M. Caldirola, Registered Agent

**STATE OF FLORIDA
COUNTY OF DADE**

The foregoing instrument was acknowledged before me on this 28th day of March, 1996, by Beatriz M. Caldirola personally appeared before me at the time of notarization, and who produced a driver's license for identification and who did not take an oath.


Idelsy B. Evora
NOTARY PUBLIC
State of Florida at Large
My Commission Expires May 23, 1998

IDELSY BEVORA
My Commission CC376117
Expires May 23, 1998
Bonded by HAI
800-422-1655

AMT 12/1/96



RECORDED
1996-1 MAR 29
COUNTY OF DADE, FLORIDA