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EMPIRE CORPORATE KIT

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
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DIVISION OF CORPORATIONS

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EMPIRE CORPORATE KIT

P.02

Dennis M. Newman, LPH

CERTIFICATE OF INCORPORATION

40 S.E. 5th ST. #401

OF

Boca Raton, FL 33482

HELIPHOTO, INC.

(407) 361-1958

Charles M. Morales

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I.

The name of the corporation shall be: Heliphoto, Inc.

ARTICLE II.

The general nature of the business and the objects and purposes proposed to be transacted by the corporation, shall be that of a dealer in helicopters, and the powers and privileges to be exercised by it shall include all powers that are given to bodies corporate under the statutes of the State of Florida, together with all rights, powers and privileges incident thereto.

ARTICLE III.

The principal place of business and office of said corporation shall be 1730 Dal Haven Drive in Delray Beach County City of Delray Beach, State of Florida, and such other places and counties in the State of Florida as the nature and progress of said corporation shall from time to time render necessary or desirable. The said corporation shall have the power to conduct its business in any or all of its branches and in one or more offices outside of the State of Florida and in any or all of the states or territories of the United States and in the District of Columbia and in any and all foreign countries. This corporation shall have perpetual existence, unless sooner dissolved, as provided by law.

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The amount of capital with which this corporation shall commence business shall not be less than One Hundred Dollars (\$100.00).

ARTICLE V.

The capital stock of the corporation shall consist of five hundred (500) shares of One Dollar par value, which stock shall be paid for in cash, real or personal property, or in services. The value of such real or personal property, or services shall be fixed by the Board of Directors of said corporation, and the stock shall be issued on the value so fixed. All stock shall be fully paid for and non-assessable.

ARTICLE VI.

The highest amount of indebtedness to which this corporation may at any time subject itself shall be fixed by the Board of Directors.

ARTICLE VII.

The business of the corporation shall be conducted by a Board of Directors, consisting of not less than one nor more than five members. The number of Directors shall be fixed by the By-Laws of the corporation; provided, however, that until the number of Directors shall be fixed by the By-Laws, the number of Directors shall be one (1).

It shall not be necessary for a person to be a Stockholder in order to be a Director. The Board of Directors shall be elected by the Stockholders at the annual meeting to be held on the second Wednesday in June of each year. The officers of the corporation shall be elected by the Directors. Stockholders' meetings and Directors' meeting may be held within and without the limits of the State of Florida. The Board of Directors to serve until their successors are elected and qualified are as follows:

Harry L. Ellis

1730 Del Haven Drive
Delray Beach, Florida 33483

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ARTICLE VIII.

The following designated officers of this corporation are to serve until the first annual meeting which shall be held on the second Wednesday in June, 1996 or until their successors are duly elected and qualified:

Harry L. Ellis President, Secretary, Treasurer.

ARTICLE IX.

The names and post office addresses of each subscriber and the number of shares of stock which each agrees to take are:

Harry L. Ellis 1730 Del Haven Drive
100 Shares Delray Beach, Florida 33483

ARTICLE X.

The original incorporators of this corporation, or either of them, shall have the rights, after the organization of same, to assign and deliver their subscriptions of stock herein to any other person or persons who may hereafter become subscribers to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida and the execution of this power.

ARTICLE XI

Any Stockholder of this corporation may at any time demand an audit of the corporate records and should the audit reflect any material discrepancy, then the officer responsible for that discrepancy shall be liable for the cost of the audit; if no material discrepancy is revealed by the audit, then the Stockholder requesting the audit shall be solely liable for the expense thereof.

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ARTICLE XII

Any of the Stockholders of this corporation, at any time prior to selling their stock in said corporation shall give the other Stockholders the right of first refusal to purchase their stock at the then market value of said stock at the time of the offer of sale

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 24 day of May A.D., 1996, at the County of Palm Beach State of Florida.

Harry L. Ellis (Seal)

STATE OF FLORIDA
COUNTY OF

I HEREBY CERTIFY, that on this day personally appeared before me, the undersigned authority, HARRY L. ELLIS who is to me well known and known to me to be the person described in and who acknowledged to me that he executed the foregoing Articles of Incorporation as his free and voluntary act and deed and for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24 day of May A.D., 1996.

Charles H. Kiser
Notary Public

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT HELIPHOTO, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF DELRAY BEACH
(CITY)

STATE OF FLORIDA, HAS NAMED HARRY L. ELLIS
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 1730 DEL HAVEN DRIVE
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF DELRAY BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(CORPORATE OFFICER)

TITLE President

DATE MAY 24, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]
(RESIDENT AGENT)

DATE MAY 24, 1996

CLERK OF STATE
TALLAHASSEE, FLORIDA

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