

**P96000050291**

**WOLFE, YOUNG, O'BAKER & COMPANY**

Accountants & Tax Consultants

101 Sunnyside Road  
Casselberry, Florida 32707

Ph # (407) 339-9000  
Fax # (407) 339-4205

June 4, 1996

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

**400001858994**  
-06/12/96--01011--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: U.S. Airship Enterprises, Inc.

To Whom it May Concern:

Enclosed please find \$70.00 check for Filing Fees (\$35.00), and Register Agent Designation (\$35.00) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

Wolfe, Young, O'Baker & Company

*Clyde E. O'Baker*

Clyde E. O'Baker

CEO/sbo  
Enclosures

96 JUN 10 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

GB 6/12/96

**ARTICLES OF INCORPORATION  
OF  
U.S. AIRSHIP ENTERPRISES, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Article I - Name**

The name of the corporation is: U.S. Airship Enterprises, Inc.

**Article II - Duration**

This corporation shall exist perpetually.

**Article III - Purpose**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**Article IV - Capital Stock**

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "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 the issuance of fractional shares) at the price at which it is offered to others.

**Article VI - Initial Registered Office and Agent**

The street address and mailing address of the initial registered office of this corporation is: 1175 Baltic Lane, Winter Springs, Florida 32708-5161. The name of the initial registered agent of this corporation at that address is: Lindsey M. Woessner.

**Article VII - Initial Board of Directors**

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial Directors are: Paul M. Woessner, Jr., 1175 Baltic Lane, Winter Springs, Florida 32708-5161 and Lindsey M. Woessner, 1175 Baltic Lane, Winter Springs, Florida 32708-5161.

**Article VIII - Incorporator**

The name and address of the person signing these Articles of Incorporation is: Lindsey M. Woessner, 1175 Baltic Lane, Winter Springs, Florida 32708-5161.

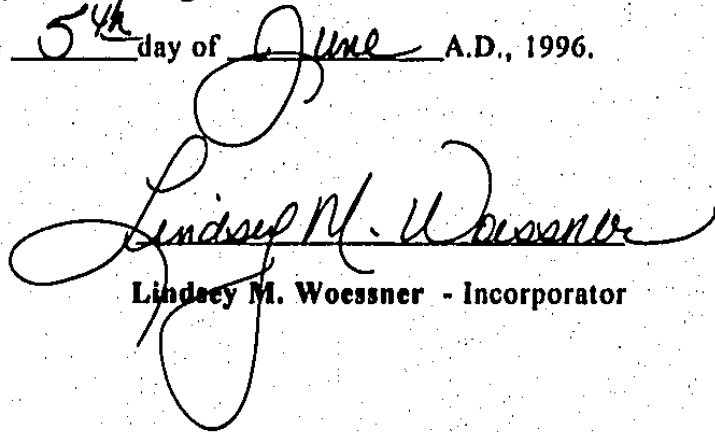
**Article IX - Initial Officer**

The names and addresses of initial officers shall be: Paul M. Woessner, Jr., 1175 Baltic Lane, Winter Springs, Florida 32708-5161 - President/Treasurer and Lindsey M. Woessner, 1175 Baltic Lane, Winter Springs, Florida 32708-5161 - Vice President/Secretary.

**Article X - By-Laws**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the by-laws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 5<sup>th</sup> day of June A.D., 1996.

  
Lindsey M. Woessner - Incorporator

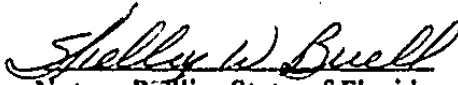
STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, **Lindsey M. Woessner**, well-known to me, who deposes and states that she is the person named in the above and foregoing "Articles of Incorporation", that she has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are true, accurate and correct.

  
**Lindsey M. Woessner**  
Form of I.D. FL. 6L  
I.D. # W256-533 58 7170  
Expiration 1997

SWORN and SUBSCRIBED to before me this 5th day of June,  
A.D., 1996.

  
Notary Public, State of Florida  
AT LARGE

My Commission Expires:  
(N.P. Seal)



SHELLEY W BUELL  
My Commission CC556557  
Expires May. 22, 2000

State of Florida  
Department of State

FILED

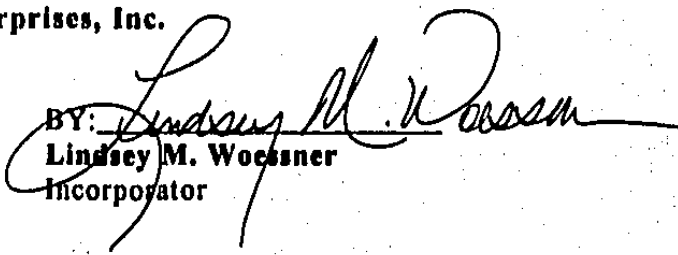
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

The following is submitted in compliance with Section 48.091,  
Florida Statutes.

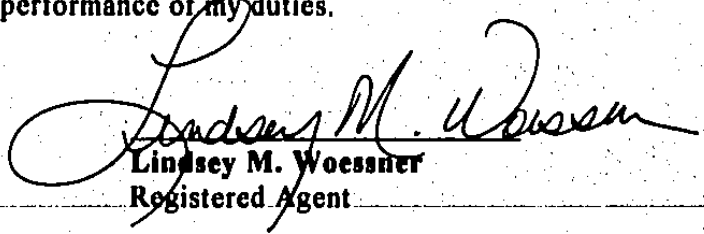
U.S. Airship Enterprises, Inc., a corporation organized under the laws of the  
State of Florida, with its principal office at: 1175 Baltic Lane, Winter Springs,  
Florida 32708-5161, has named Lindsey M. Woessner, at that address, as its  
Agent to accept service of process within this State.

U.S. Airship Enterprises, Inc.

BY:   
Lindsey M. Woessner  
Incorporator

ACCEPTANCE

Having been named to accept service of process for the above-stated  
corporation, at the designated place 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.

  
Lindsey M. Woessner  
Registered Agent