

P96000080021

TRANSMITTAL LETTER

FILED
96 SEP 23 PM 3:41
SECRET
TALLAHASSEE, FLORIDA

DATE: September 20, 1996
TO: Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
SUBJECT: COPTERKITE PRODUCTS, INCORPORATED

Enclosed is an original and one copy of the Articles of Incorporation for the above referenced corporation, and a check in the amount of \$131.25 to cover the filing fee, a certified copy of the Articles and and Certificate of Incorporation.

FROM: Byron Lancaster
2502 North Rocky Point Drive
Suite 1000
Tampa, Florida 33607
(813) 289-4014

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-09/24/96--01063--012
****131.25 ****131.25

SEP 20 1996

ARTICLES OF INCORPORATION
FOR
COPTERKITE PRODUCTS, INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, does hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, this Certificate of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I:

The name of this Corporation shall be:

COPTERKITE PRODUCTS, INCORPORATED

ARTICLE II:

The general nature of the business of this Corporation shall be to develop certain types of recreational and entertainment products, and to do all things requisite in connection therewith.

To do any and all other things legal and lawful under the laws of the State of Florida within the general powers conferred by the laws of the State of Florida upon corporations organized for profit.

ARTICLE III:

The authorized capital of this Corporation shall be Five Hundred (500) shares of common stock, par value of One Dollar (\$1.00) per share.

All such stock shall be non assessable, issued at and for such consideration, whether the same be cash, services, property, labor or otherwise, and upon such terms and conditions as may be fixed from time to time by the Board of Directors.

The Board of Directors, in its discretion, may declare and pay dividends to holders of the common stock, share and share alike, out of the earnings of this Corporation, after making provision, if any, as the Board of Directors may deem necessary, for working capital, for additional improvements to its property and assets, and for the general expansion of its business. Said dividends shall be in such amounts, and declared and paid at such times as shall be fixed by the Board of Directors in its discretion.

No holder of any class of common stock of this Corporation, or of any other class of stock which may hereafter be created, shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of stock of any class whatsoever, whether now or hereafter authorized, or of any

securities convertible into stock of any class whatsoever, whether now or hereafter authorized, or whether issued for cash, property, services or by way of dividends, and all such rights are waived by each holder of each class of common stock and of any other class of stock which may hereafter be created; however, any such unissued stock, or such authorized issue of new stock of any class, or of any securities convertible into stock of any class, may be issued and disposed of, pursuant to a resolution of the Board of Directors, to such other persons, corporations or otherwise, upon such terms and conditions as may be deemed advisable by the Board of Directors in the exercise of its discretion, but subject to the provisions of this Certificate of Incorporation.

ARTICLE IV: Voting Rights.

Each holder of common stock of any class shall be entitled to one (1) vote for each share held on all matters requiring or desiring stockholder vote without cumulative rights, and a majority of such vote shall prevail on all issues.

ARTICLE V: Capital.

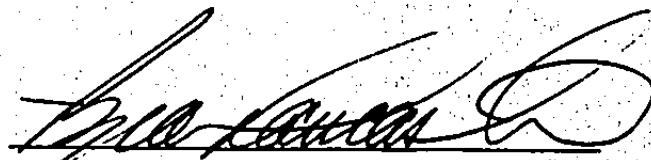
The amount of capital with which this Corporation shall begin shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE VI:

This Corporation shall have perpetual existence unless sooner terminated by due and proper legal procedure.

ARTICLE VII:

The Registered/Principal Office of this Corporation shall be: Suite 1000, 2502 North Rocky Point Drive, Tampa, Florida, 33607. The undersigned Subscriber, Byron Lancaster, hereby accepts designation as Registered Agent of this Corporation and the person in the State of Florida upon whom service of process directed to this Corporation may be served.

A handwritten signature in black ink, appearing to read 'Byron Lancaster', is written over a horizontal line.

Byron Lancaster

ARTICLE VIII:

The affairs of this Corporation shall be conducted by a Board of Directors of not less than one (1) nor more than five (5) Directors as may be determined from time to time by the holders of the common stock of this Corporation. It is not necessary that a Director be a stockholder of this Corporation.

ARTICLE IX:

The name and street address of the subscribers, incorporators, and first members of the Board of Directors, who shall hold office for the first year of existence of this Corporation, or until their successors are elected and qualified, unless otherwise provided for in the By-Laws of his Corporation, are:

Byron Lancaster

Suite 1000
2502 No. Rocky Point Drive
Tampa, Florida 33607

J. B. Seligman

Suite 1000
2502 No. Rocky Point Drive
Tampa, Florida 33607

ARTICLE X:

No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is or are a director or directors, or officer or officers, of such other corporation, and no contract or transaction between this Corporation and any other person or firm shall be affected or invalidated by the fact that any one or more Directors of this Corporation is or are a party or parties to, or is or are interested in, such contract or transaction; provided that in each such case the nature and extent of the interest of such Director or Directors in such contract or transaction, or the fact that such Director or Directors is or are a director or directors, or officer or officers, of such other corporation is disclosed at the meeting of the Board of Directors of this Corporation at which such contract or transaction is authorized.

ARTICLE XI:

This Corporation shall indemnify every person who is serving, or has served, as a director, officer, employee or agent of this Corporation, or, at its request, of any other corporation of which this Corporation is a stockholder or creditor, and from which such person is not entitled to be indemnified, in the manner and to the full extent permitted by Florida Statutes, subject to the limitations on, and conditions of, such indemnification as set forth therein, which indemnification shall not affect any rights to which such person may be entitled.

ARTICLE XII:

It shall be lawful for the Board of Directors to provide for a method of issuance of stock certificates to replace lost or destroyed stock certificates, by appropriate resolution duly adopted by a majority of the Directors as are present at any regular or special meeting of the Board of Directors.

ARTICLE XIII:

This Corporation may, in its By-Laws, confer powers additional to the foregoing upon the Directors, in addition to the powers and authorities expressly conferred upon them by statute.

ARTICLE XIV:

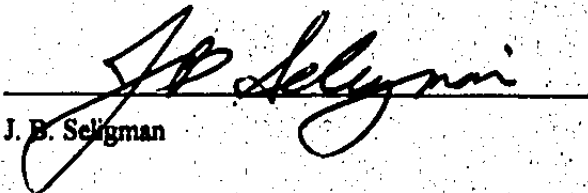
This Corporation reserves the right to amend, alter, repeal, change or modify any provisions of these Articles in the manner, now or hereafter prescribed by state statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names at Tampa, Florida, this

20th day of September, 1996.



Byron Lancaster



J. B. Seligman


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, the undersigned authority, hereby certify that on this 20th day of September, 1996, before me personally appeared BYRON LANCASTER and J. B. SELIGMAN, to me well known and known to me to be the persons whose names are subscribed to, and who executed the foregoing Articles of Incorporation of COPTERKITE PRODUCTS, INCORPORATED, and who, after being duly sworn, acknowledged before me that they did freely and voluntarily execute same for the uses and purposes therein expressed.

WITNESS my hand and official seal set hereto at Tampa, Florida, this day and year last above written.

My Commission Expires:

4/19/2000


Notary Public, State of Florida at Large



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

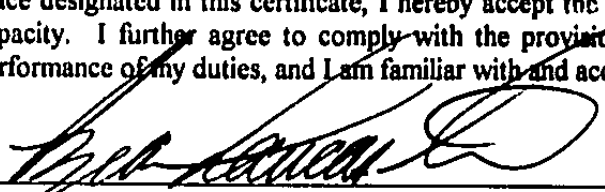
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS 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: **COPTERKITE PRODUCTS, INCORPORATED**
2. The name and address of the registered agent and office is:

Byron Lancaster
2502 N. Rocky Point Drive
Suite 1000
Tampa, Florida 33607

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

9/20/96
Date

P960000080021

TRANSMITTAL LETTER

DATE: December 23, 1996

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

SUBJECT: COPTERKITE PRODUCTS, INC.

400002037434--0
-12/24/96--01140--011
*****35.00 *****35.00

Enclosed is the Statement of Change of Registered Office/Agent for the above referenced corporation, and a check for \$35.00 for the filing fee.

FROM: Byron Lancaster
2502 North Rocky Point Drive
Suite 1000
Tampa, Florida 33607
(813) 289-4014

882-8228

RA
Change

FILED
96 DEC 24 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	Availability	12/31/96
Document	Examiner	ADH
Updater		ADH
Update	Verifier	ADH
Acknowledgment		ADH
W.P. Verifier		ADH

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: COPTERKITE PRODUCTS, INCORPORATED
2. The mailing address of the corporation is: 2502 N. ROCKY POINT DRIVE
SUITE 1000
TAMPA, FL 33607
3. Date of incorporation/qualification: 9/23/96 Document number: P96000080021
4. The name and address of the current registered agent and office:

BYRON LANCASTER
2502 N. ROCKY POINT DR., SUITE 1000
TAMPA, FL 33607

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

VICTOR W. HOLCOMB
415 SOUTH HYDE PARK AVE.
TAMPA, FL 33606

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
(Signature of an officer, chairman or vice chairman of the board)

12/23/96
(Date)

BYRON LANCASTER, PRESIDENT
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

12-23-96
(Date)

If signing on behalf of an entity:

Victor W. Holcomb
(Typed or Printed Name)

Registered Agent
(Capacity)

FILED
96 DEC 24 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA