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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 10 AM 10:13

October 7, 1996

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

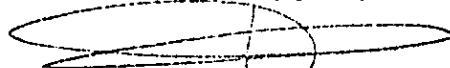
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-10/10/96--01044--009
****122.50 ****122.50

Re: Warbirds of Miami, Inc.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced corporation along with the filing fee of \$122.50. Please file the articles and forward a file stamped copy back to me at the address listed in the articles.

Very truly yours,



Mark A. Schneider

MAS:lm
Enclosures
c:\pdocs\mas\daily\corp.ltl

Lori Mase GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC EXAM

Philip P. of Law

10/14/96

Lori Mase

D. BROWN OCT 15 1996

ARTICLES OF INCORPORATION
OF
WARBIRDS OF MIAMI, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I

NAME

The name of the corporation is WARBIRDS OF MIAMI, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation shall be to engage in every aspect of aviation. The professional services involved in the corporation's practice of aviation may be rendered only through its officers, agents and employees who are duly authorized and licensed attorneys in the State of Florida.

The corporation shall not engage in any business other than the profession of aviation; however, the corporation may invest its funds in real estate, mortgages, stocks, bonds or other types of investments and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE III

CAPITAL STOCK

The maximum number of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of One Cent (\$0.01) par value per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and nonassessable.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which the corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 770 Claughton Island Drive #1109, Miami,

FL 33131 and the name of the initial registered agent of this corporation at that address shall be MARK A. SCHNEIDER. The principal place of business is the same as the registered office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1) or more than four (4). The name and address of the initial Director is as follows:

MARK A. SCHNEIDER
770 CLAUGHTON ISLAND DRIVE #1109
MIAMI, FL 33131

ARTICLE VII

OFFICERS

The following persons are elected to the office(s) set forth below opposite their respective names to serve for a period of one year or until their successors are duly elected:

Mark A. Schneider - President
Mark A. Schneider - Vice President
Mark A. Schneider - Secretary
Mark A. Schneider - Treasurer

ARTICLE VIII

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation are as follows:

Lori A. Mazy
5845 Harding Street
Hollywood, FL 33021

ARTICLE IX

LIMITATION ON OWNERSHIP OF SHARES

The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed attorneys in the State of Florida, and who are employees, officers, or agents of this corporation.

ARTICLE X

RESTRICTION ON TRANSFER OF SHARES

No stockholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another

individual who is then a duly authorized and licensed attorney in the State of Florida.

This corporation's Board of Directors is specifically authorized from time to time to adopt Bylaws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XI

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Florida Statutes Chapter 607, as modified by the Florida Professional Service Corporation Act, Florida Statutes Chapter 621.

ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The right to amend, alter, change or repeal any provision contained in the Articles of Incorporation or any amendments hereto is expressly reserved by the corporation and any and all rights conferred on shareholders herein are granted subject to this

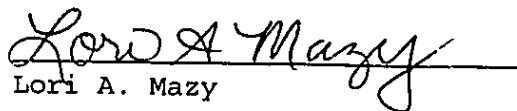
reservation. The shareholders shall have the power to amend, alter, change or repeal these Articles of Incorporation when duly proposed and approved by the holders of not less than a majority of the outstanding common stock. The power to adopt, amend, alter, change or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this corporation as provided by law and in the Bylaws.

ARTICLE XIII

INDEMNIFICATION

This corporation shall indemnify any and all of its officers, directors, employees or agents, or any former officers, directors, employees or agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation dated October 7, 1996.


Lori A. Mazy

ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7th
day of OCTOBER, 1996 by Lori A. Mazy, as Subscriber of
WARBIRDS OF MIAMI, INC., a Florida corporation on behalf of the
corporation. She is personally known to me or has produced a
driver's license as identification and did not take an oath.

Print or Stamp Name: SCOTT ROSEN
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:



SCOTT ROSEN
My Commission CC346307
Expires Feb. 28, 1998
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING
REGISTERED OFFICE AND REGISTERED AGENT

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 10 AM 10:14

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in Compliance with said Act:

WARBIRDS OF MIAMI, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 770 Claughton Island Drive #1109, Miami, FL has named Mark A. Schneider as its agent to accept service within this State.

ACKNOWLEDGMENT:

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 agree to comply with the provisions of said Act relative to keeping said office open.

By: 

Mark A. Schneider
Resident Agent