

LAW OFFICE OF
THOMAS W. GARRARD, P. A.
520 EAST OLYMPIA AVENUE
PUNTA GORDA, FLORIDA 33950

SANDRA S. SANTELLO
CERTIFIED LEGAL ASSISTANT

(941) 689-7020
TELECOPIER (941) 637-7352

P96000090863

October 29, 1996

600001994506--6
-11/01/96--01099--018
****122.50 ****122.50

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: First Seal, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation as well as our check, in the amount of \$122.50, representing the required filing fees.

After processing, please return a certified copy of the Articles of Incorporation in the self-addressed, stamped envelope provided for your convenience.

Should you have any questions or require information, do not hesitate to contact me.

Very truly yours,

Thomas W. Garrard
Thomas W. Garrard

FILED
96 NOV - 1 PM 4:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TWG:sm

Enclosures

pc: Roy H. Boehm

11/5

Articles of Incorporation
of
First Seal, Inc.

FILED
96 NOV - 1 PM 4:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

Article I
Name

The name of the corporation is **First Seal, Inc.**

Article II
Purposes

The general purposes for which the corporation is organized are:

1. To engage in the business of parachute sales.
2. To engage in or transact any other lawful trade or business.

Article III
Commencement of Corporate Existence

Pursuant to Section 607.0203 of the Florida General Corporation Act, the existence of this corporation shall commence on the date of filing these Articles of Incorporation with the Department of State of the State of Florida.

Article IV
Corporate Stock

The aggregate number of shares which the corporation is authorized to issue is 500 and such shares shall have a par value of \$1.00 per share.

Article V
Restriction on Transfer of Stock

If, at any time, a majority or more of the shareholders of the corporation enter into an agreement between and among themselves and the corporation to restrict transfer of the stock of the corporation, the corporation shall thereafter refuse to recognize any transfer of stock of the corporation unless the same is in conformity with the terms and conditions of the agreement. The preceding sentence shall not apply unless a copy of such agreement is on file in the principal office of the corporation, and unless notice of the existence of such restrictions is noted conspicuously on the face or back of the certificates of stock. For purposes of this paragraph, the term "transfer" includes any sale, assignment or pledge of stock of the corporation.

Article VI
Registered Agent and Office

The street address of the initial registered office and principal office and the mailing address of the corporation is 4306 Knollwood Drive, Punta Gorda, Florida 33980, and the name of its initial registered agent at such address is Roy H. Boehm.

Article VII
Management of Corporate Affairs

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the stockholders.

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation

shall be issued.

**Article VIII
Incorporators**

The name and address of each initial incorporator is:

<u>Name</u>	<u>Address</u>
Roy H. Boehm	Post Office Box 338 Punta Gorda, FL 33951-0338
Susan Frances Boehm	Post Office Box 338 Punta Gorda, FL 33951-0338

**Article IX
Bylaws**

The power to make, alter, amend, and rescind the bylaws of the corporation shall be reserved to the stockholders of the corporation.


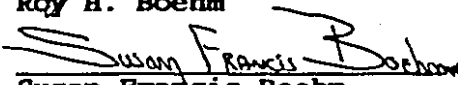
**Article X
Amendment of Articles of Incorporation**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.

**Article XI
Indemnification**

The corporation shall indemnify any officer or former officer to the full extent permitted by law.

In Witness Whereof, the undersigned subscribers have executed these Articles of Incorporation this 29th day of October, 1996.

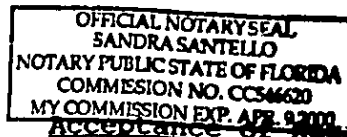

Roy H. Boehm

Susan Francis Boehm

STATE OF FLORIDA
COUNTY OF CHARLOTTE

I hereby certify that on this day, before me, a notary public duly authorized in the state and county above to take acknowledgments, personally appeared Roy H. Boehm and Susan Francis Boehm, who are personally known to me, who did not take an oath and who are known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed their names to said articles freely and voluntarily for the uses and purposes therein mentioned.

Witness my hand and official seal at Punta Gorda, Charlotte County, Florida, this 29th day of October, 1996.

My Commission Expires:
(Seal)



Sandra Santello
Notary Public

Acceptance of Registered Agent

Having been named to accept service of process for the above stated corporation, the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporations Act relative to keeping open said office.

Roy H. Boehm
Roy H. Boehm

This instrument was prepared by:
Thomas W. Garrard, Esquire
520 East Olympia Avenue
Punta Gorda, Florida 33950
(941) 639-7020