

Blue Sky Adventures, Inc.

617 Blanding Blvd • Orange Park, FL • 32073 • (904) 272-4804 • Fax (904) 272-4828

February 4, 1997

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

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-02/05/97--01038--005
***131.25 ***131.25

Re: **Blue Sky Adventures, Inc.**

Dear Sirs:

Enclosed is an original and two (2) copies of the Articles of Incorporation for Blue Sky Adventures, Inc., and a check in the sum of \$131.25 for the filing fee, certified copy of Articles of Incorporation, and Certificate of Status. Please return the certified copy of the Articles of Incorporation and Certificate of Status to the above address.

Thank you for your assistance in this matter.

Very truly yours,

William J. Smith

WJS/gjh

Enclosures a/c

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -5 PM 2:58

97/2/10/97

EFFECTIVE DATE

2/4/97

ARTICLES OF INCORPORATION

OF

BLUE SKY ADVENTURES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: **BLUE SKY ADVENTURES, INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually and shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

617 Blanding Boulevard, Orange Park, Florida 32073

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes:

1. To operate and maintain a parachute training center to the general public, and charge fees for all phases and costs of instruction to students.
2. To buy and sell at retail and/or wholesale all equipment and accessories pertaining to the parachute industry.
3. To enter into any and all agency, franchise and/or dealership agreements with respect to the sale, distribution, marketing, repair and/or maintenance, et cetera, of said parachute equipment and accessories.
4. To transact any and all lawful business for which corporations may be incorporated or organized.

ARTICLE V - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 share of five dollar (\$5.00) per share par value common stock which shall be designated common shares.

ARTICLE VI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of this corporation. The holder of each outstanding common share shall be entitled to one (1) vote per share unless otherwise provided in the By-Laws.

ARTICLE VII - MANAGEMENT

The business of this corporation shall be managed by a Board of Directors chosen by the shareholder(s) or the shareholder(s) may elect to have the corporation managed by the shareholder(s) acting as directors, in which case the terms shall be used interchangeably herein.

ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial Registered Agent is: **WILLIAM J. SMITH, 617 Blanding Boulevard, Orange Park, Florida 32073.**

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME

William J. Smith

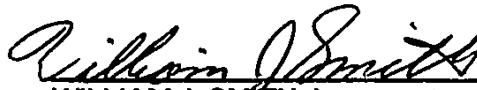
RESIDENCE

1606 Grove Park Drive
Orange Park, Florida 32073

ARTICLE XI - AMENDMENT

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

4 The undersigned Incorporator has executed these Articles of Incorporation this day of February, 1997.


WILLIAM J. SMITH, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

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 **BLUE SKY ADVENTURES, INC.**
2. The name and address of the Registered Agent and Office is:

**William J. Smith
617 Blanding Boulevard
Orange Park, Florida 32073**

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.


WILLIAM J. SMITH, Registered Agent

DATE: 2-4-97