

WILLIAM JAMES DIETZ, P.A.

Attorney at Law  
800 North Highland Avenue  
Orlando, Florida 32803

William James Dietz  
Laura H. ...  
of Couns...

Telephone (407) 648-1430  
Facsimile (407) 872-0869

February 2, 1997  
**P4700012378**

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

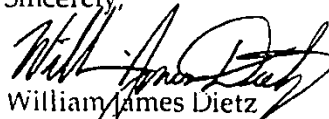
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-02/05/97--01030--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of Flying Phoenix, Inc.  
File Number: Simon.A:WJD:011097

Dear Sir or Madam,

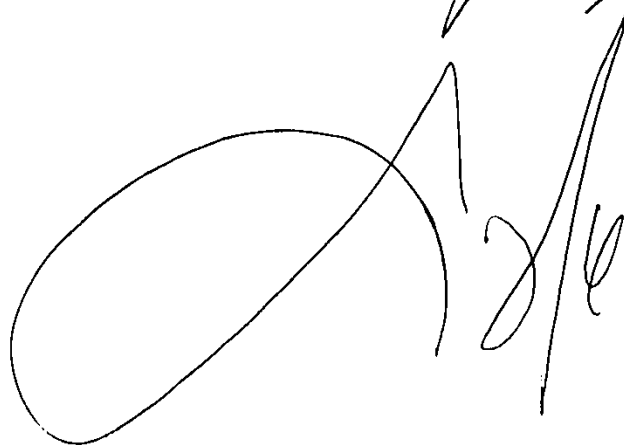
Enclosed please find an original and a copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the filing fee and cost of a certified copy for Flying Phoenix, Inc. I have also enclosed a self addressed, stamped envelope to return the certified copy. Thank you for your assistance and please call our office at the above number should you have any questions.

Sincerely,

  
William James Dietz

WJD:jw

enclosures



97 FEB -6 PM 11:21  
FALLS...

**ARTICLES OF INCORPORATION  
OF  
FLYING PHOENIX, INC.**

**FILED**  
97 FEB -6 PM 4: 21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I CORPORATE NAME.**

The name of this corporation shall be Flying Phoenix, Inc.

**ARTICLE II PRINCIPAL OFFICE.**

The principal place of business and mailing address of this corporation are Las Cimas Apartment #1116, 8331 Fredericksburg, San Antonio, Texas 78229.

**ARTICLE III EXISTENCE**

The existence of the corporation shall begin as of the date of filing.

**ARTICLE III CAPITAL STOCK.**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The corporation will have only one class of shares.

**ARTICLE V INITIAL REGISTERED AGENT AND OFFICE.**

The name and address of the initial registered agent is William James Dietz , 800 North Highland Avenue, Orlando, Florida 32803.

**ARTICLE V INCORPORATOR.**

The name and street address of the incorporator to these articles of incorporation is Armando Simon, Las Cimas Apartment #1116, 8331 Fredericksburg, San Antonio, Texas 78229.

Articles of Incorporation of Flying Phoenix, Inc.  
Page 2 of 2  
January 21, 1997

#### ARTICLE VI DIRECTORS

This Corporation shall have one member on the Board of Directors. The Initial Board of Directors and his address is:

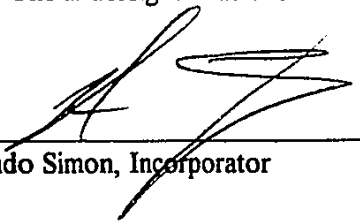
Armando Simon

Las Cimas Apartment #1116  
8331 Fredericksburg  
San Antonio, Texas 78229

#### ARTICLE VII AMENDMENTS

These Articles may be amended by a favorable vote of fifty percent (50%) percent of the Shareholders or Board of Directors.

The undersigned has executed these articles of incorporation on January 27, 1997.

  
\_\_\_\_\_  
Armando Simon, Incorporator

## DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE

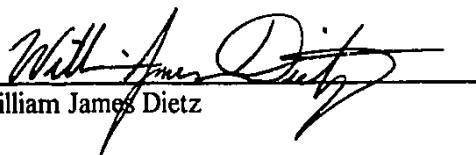
Pursuant to the provisions of Florida Statutes §607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Flying Phoenix, Inc..
2. The name of the registered agent is William James Dietz.
3. The address of the registered agent/registered office is 800 North Highland Avenue, Orlando, Florida 32803.

### ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above 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 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.

Date: January 21, 1997

  
William James Dietz

97 FEB -6 PM 4: 21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FEB 21 1997

**WRIGHT, FULFORD, MOORHEAD & BROWN, P. A.**  
**ATTORNEYS**

145 NORTH MAGNOLIA AVENUE  
POST OFFICE BOX 2828  
ORLANDO, FLORIDA 32802-2828

(407) 425-0234  
TELE-FAX  
(407) 425-0260

January 31, 1997

**P97000012329**

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

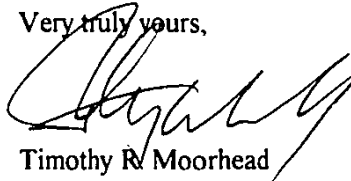
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-02/06/97--01030--004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Keshel, Inc.

Dear Sir:

Enclosed please find articles of incorporation for Keshel, Inc., to be filed with the Secretary of State, Division of Corporations. I have enclosed the filing fee in the amount of \$122.50, representing a filing fee of \$70.00 and \$52.50 for a certified copy of the filed Articles of Incorporation. If you should have any questions, please do not hesitate to give me a call.

Very truly yours,



Timothy R. Moorhead

encl.



97 FEB -6 PM 1:24  
FEB 6 1997  
FEB 6 1997

**ARTICLES OF INCORPORATION  
OF  
Keshel, Inc.**

The undersigned subscribers of these Articles of Incorporation, natural person, competent to contract, hereby form a Corporation under the laws of the State of Florida.

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

The name of the Corporation shall be **Keshel, Inc.** The address of the Corporation shall be 265 S.E. Lakeview Dr., Keystone Heights, Florida 32656.

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II  
AUTHORIZED STOCK**

The Corporation is authorized to issue 100 Shares of \$1.00 par value Common Stock.

**ARTICLE III  
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 Stock of the Corporation.

**ARTICLE IV  
INCORPORATORS**

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

NAME

ADDRESS

Charles K. Elliott

265 S.E. Lakeview Dr.  
Keystone Heights, Fl 32656

**ARTICLE V  
PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights as set forth in Florida Statute §607.0630(2).

**ARTICLE VI  
INITIAL REGISTERED OFFICE, REGISTERED  
AGENT AND RESIDENT AGENT**

The street address of the initial registered office of this Corporation is 145 N. Magnolia Ave., Orlando, Fl 32801. The name of the initial Registered Agent and Resident Agent of this Corporation is Timothy R. Moorhead, Esq.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Charles K. Elliott	265 S.E. Lakeview Dr. Keystone Heights, Fl 32656

**ARTICLE VIII  
OFFICERS OF THE CORPORATION**

The name and address of the Officers are:

<u>NAME</u>	<u>ADDRESS</u>
Charles K. Elliott Incorporator, President, Director Secretary, Treasurer	265 S.E. Lakeview Dr. Keystone Heights, Fl 32656

**ARTICLE IX  
PURPOSE**

The Corporation is to engage in all lawful businesses, including all powers necessary or convenient to effect its purpose.

**ARTICLE X  
INDEMNIFICATION**

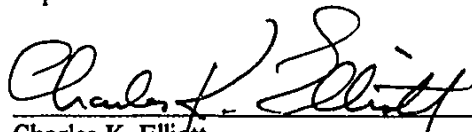
This Corporation shall indemnify any officer or director or any former officer or

director to the full extent permitted by law.

**ARTICLE XI  
AMENDMENT**

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

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 31 day of January, 1997, being the incorporator, this date and undersigned adopts these Articles of Incorporation.

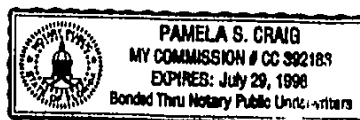
  
Charles K. Elliott

STATE OF FLORIDA)  
COUNTY OF ORANGE)

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Charles K. Elliott, who is personally known to me or who has produced a Florida Driver's License as identification, and acknowledged execution of the foregoing Articles of Incorporation and he executed said Articles of Incorporation for the purposes therein expressed.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal in the State and County aforesaid, this 31 day of January, 1997.

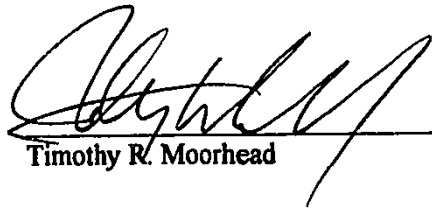
  
Notary Public State of Florida





**ACCEPTANCE OF REGISTERED AGENT**

**I HEREBY ACCEPT** the appointment to act in the capacity of Registered Agent and Resident Agent and agree to comply with the provisions of the laws of the State of Florida relative to keeping said offices open. I am familiar with and accept the obligations provided for in Florida Statute §607.0505.

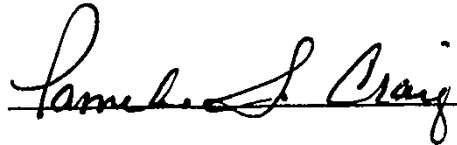
  
\_\_\_\_\_  
Timothy R. Moorhead

STATE OF FLORIDA)  
COUNTY OF ORANGE)

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Timothy R. Moorhead, to me and known to me to be the person who executed the foregoing Acceptance of Registered Agent for the purposes therein expressed.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal in the State and County aforesaid, this 31 day of January, 1997.

FILED  
FEB -6 PM 1: 24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

  
\_\_\_\_\_  
Notary Public State of Florida

