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ABLING & CHAPMAN, P.A.
112 E. Concord St., Suite 300, Orlando, FL 32801

Madeliene C. Abling
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Phone (407) 423-7788
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February 05, 1997

Florida Department of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

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-02/11/97--01041--013
*****70.00 *****70.00

RE: Airlift Entertainment, Inc.

Dear Sir or Madam:

Enclosed for filing on behalf of the above-referenced corporation is one original Articles of Incorporation and certificate of Designation of Registered Agent. Also enclosed is a check in the amount of \$70.00 as payment of the \$35.00 filing fee and \$35.00 registered agent designation fee.

In addition, enclosed is a duplicate copy of the Articles of Incorporation. Please date stamp the enclosed duplicate copy and return it to us in the stamped, self-addressed envelope provided.

If you have any questions regarding the enclosed, please feel free to contact the undersigned.

Sincerely,


Madellene C. Abling
Abling & Chapman, P.A.

Enclosures
cc: client
fl:\baker\artinc.ltr

FILED
97 FEB 10 AM 10:03
TALLAHASSEE, FLORIDA

2-13-97

**ARTICLES OF INCORPORATION
OF
AIRLIFT ENTERTAINMENT, INC.**

FILED
97 FEB 10 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the law of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Airlift Entertainment, Inc.

The address of the principal office of this corporation shall be 3510 Chelsea Street, Orlando, FL 32803, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to

the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3510 Chelsea Street, Orlando, FL 32803, and name of the initial registered agent of the corporation at that address is Mark Baker.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 1 Director, initially. The name and address of the initial director is:

NAME	ADDRESS
Mark Baker	3510 Chelsea Street Orlando, FL 32803

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office

for the first year of the corporation, or until their successors are elected or appointed are:

NAME/POSITION	ADDRESS
Mark Baker	3510 Chelsea Street
President, Vice-President, Secretary, and Treasurer	Orlando, FL 32803

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Mark Baker
3510 Chelsea Street
Orlando, FL 32803

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the board of directors and the shareholders, except that (I) the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that these bylaws are not subject to amendment or repeal by the directors; and (ii) any amendment shall be in compliance with the laws of the State of Florida.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator, has executed these Articles of Incorporation this 2 day of February, 1997.



Mark Baker
Incorporator

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

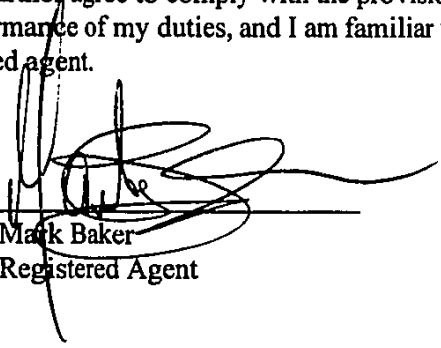
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SECRET
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Airlift Entertainment, Inc. desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 3510 Chelsea Street, Orlando, FL 32803, has named Mark Baker, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.


Mark Baker
Registered Agent