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Documentor's Name
NEIL S. SCHECHT, P.A.
Bayshore Center
Penthouse
2909 W. Bay to Bay Boulevard
Tampa, Florida 33629-8100 #

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. R.C. Flying, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATIONS
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Examiner's Initials

ARTICLES OF INCORPORATION
OF
R.C. FLYING, INC.

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

ARTICLE I - NAME

The name of the corporation is R.C.FLYING, INC.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2909 W. Bay to Bay Blvd., Penthouse, Tampa, Florida 33629 and the name of the initial registered agent at such address is Neil S. Schecht.

ARTICLE VI - PRINCIPAL OFFICE

The principal office of the corporation is 5006 E. BROADWAY
SUITE 3 TAMPA, FL 33619.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial board of
directors of the corporation is ONE. The name and address of each
person who is to serve as a member of the initial board of
directors is:

<u>Name</u>	<u>Address</u>
GREG CARDONE	8018 FAWN RIDGE CIRLE TAMPA, FL 33610

ARTICLE VIII - INCORPORATORS

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

<u>Name</u>	<u>Address</u>
Neil S. Schecht	2909 W. Bay to Bay Blvd. Penthouse Tampa, Florida 33629

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 9 day of APRIL, 1997.



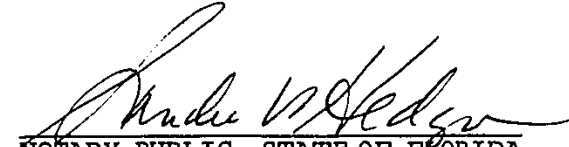
NEIL S. SCHECHT, INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared NEIL
S. SCHECHT, known to me to be the person who executed the foregoing
Articles of Incorporation, who is personally known to me and he
acknowledged before me that he executed these Articles of

Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 9th day of April, 1997.


NOTARY PUBLIC, STATE OF FLORIDA



SANDRA V. HEDGES

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for R.C. FLYING, INC at the place designated in the Articles of Incorporation, NEIL S. SCHECHT agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open said office.

DATED this 9th day of April, 1997.


NEIL S. SCHECHT