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WILLIAM P. GREGORY, P.A.

Attorney at Law

715 SWANN AVENUE
TAMPA, FLORIDA 33608
TELEPHONE (813) 251-8631
FACSIMILE (813) 253-2047

July 11, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL. 32301

Re: Articles of Incorporation of Caribbean
Flightseeing Adventures, Inc.

Dear Madam or Sir:


Enclosed herewith for filing, are an original and one copy of
the Articles of Incorporation of the above-referenced incorporator.

Also enclosed is our firm's check in the amount of \$122.50 for
filing of same.

Lastly, please find enclosed a return Federal Express envelope
for the return of proof of filing.

If you have any questions, please contact me.

Sincerely,


William P. Gregory

enc.

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ARTICLES OF INCORPORATION
OF

CARIBBEAN FLIGHTSEEING ADVENTURES, INC.

I, the undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be:

CARIBBEAN FLIGHTSEEING ADVENTURES, INC.

ARTICLE II

The Corporation shall be entitled to engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock of the Corporation shall be divided into shares of \$.01 par value, with five thousand (5,000) shares of common stock authorized, and each share shall entitle the holder hereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property or in labor or services, at a valuation to be fixed by the incorporators or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV

The amount of capital with which this Corporation shall begin business will be \$100.00.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The principal offices of the Corporation shall be located at 715 Swann Ave., Tampa, FL. 33606 but the Corporation shall have power to establish branch offices and other places of business at

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the By-Laws. A quorum for the transaction of business shall be a majority of the Directors qualified and acting unless otherwise provided in the By-Laws. The Directors may make or amend the By-Laws; the meeting of Directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a Director.

ARTICLE VIII

The name and address of the member of the Board of Directors who shall hold office for the first year or until successors are duly elected and qualified shall be:

William P. Gregory, 715 Swann Ave., Tampa, FL. 33606

ARTICLE IX

The name of the subscriber to these Articles of Incorporation and the number of shares of stock s/he agrees to take is as follows:

William P. Gregory, 715 Swann Ave., Tampa, FL 33606 - One (1) share

ARTICLE X

The time and place of the annual stockholders meeting shall be on September 1st of each and every year at the principal office of the Corporation unless otherwise fixed in the By-Laws or by resolution of the Board of Directors and any stockholder may waive notice thereof either before or after the meeting.

The Board of Directors shall be elected annually by the Stockholders at their annual meeting or at a special meeting held for the purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting and the Board shall have the right to increase or decrease its number of Directors within the limits of this Charter.

ARTICLE XI

Pursuant to Chapter 48.091 Florida Statutes, the Corporation names William P. Gregory, as its registered agent to accept service of process within this State. The said Resident Agent, by the

said corporation is located at 715 Swann Ave., Tampa, FL. 33606.

IN WITNESS WHEREOF, I the subscriber, have executed these
Articles of Incorporation, this 11th day of July, 1997.

William P. Gregory

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

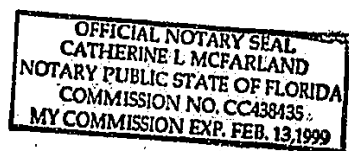
The foregoing instrument was acknowledged before me this
11th day of July, 1997 by William P. Gregory, who
is personally known to me or who has produced N/A as
identification.

Catherine L. McFarland

Notary Public

Name of acknowledger (typed, printed
or stamped):

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

CARIBBEAN FLIGHTSEEING ADVENTURES, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida, has named William P. Gregory, located at 715 Swann Ave., City of Tampa, County of Hillsborough State of Florida 33606, as its agent to accept service of process within this State.

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

By:


Resident Agent

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