

CARNEY & MILITELLO, P.A.

ATTORNEYS AT LAW

7655 W. GULF TO LAKE HWY. • STE. 2
CRYSTAL RIVER, FLORIDA 34429

(352) 795-8888
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August 12, 1997

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

Re: Articles of Incorporation for
AIRSHIP RESOURCES, INC.

Dear Sir/Madam:

Enclosed are the following documents regarding the
above-referenced new corporation:

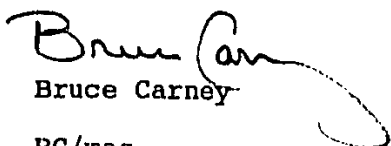
1. original and one copy of Articles of Incorporation for Airship Resources, Inc.;
2. original and one copy of Certificate Designating Place of Business or Domicile for Service of Process Within this State Naming Agent Upon Whom Process May be Served; and
3. check for \$122.50 payable to "Secretary of State".

Please process the original Articles of Incorporation and Certificate of Designation. A certified copy of the documents should then be returned to this office along with a certificate from the State evidencing the date of incorporation.

If you have any questions, please do not hesitate to contact us.

Sincerely,

CARNEY & MILITELLO, P.A.


Bruce Carney

BC/mas

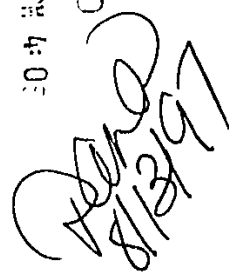
Enclosures

cc: Ms. Mary C. Hoffecker
Mr. Richard A. Hoffecker, Jr.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
FOR
AIRSHIP RESOURCES, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of this Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation.

ARTICLE I
Name of Corporation

The name of this Corporation shall be "AIRSHIP RESOURCES, INC." The Corporation shall be referred to in this instrument as the "Corporation". These Articles of Incorporation shall be referred to as "Articles" and the Bylaws of the Corporation shall be referred to as "Bylaws".

ARTICLE II
Term of Existence

The period of duration of the Corporation is perpetual.

ARTICLE III
Purpose

The purpose or purposes for which the Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III
Shares

Number. The aggregate number of shares that the Corporation shall have the authority to issue is TEN THOUSAND (10,000) shares of Capital Stock with a par value of \$0.10 per share. The sum of the par value of all shares of common stock of the Corporation that has been issued shall be the stated capital of Corporation at any particular time.

Capital. The amount of capital with which this Corporation will begin business shall not be less than \$500.00.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the capital stock of the Corporation.

Classes of Stock and Issuance in Series. There shall be only one (1) class of stock in the Corporation and the Corporation is not authorized to issue shares in series.

ARTICLE V
Initial Registered Office and Agent

The initial street address in Florida of the initial registered office is 7655 WEST GULF TO LAKE HIGHWAY, SUITE 2, CRYSTAL RIVER, FLORIDA 34429; and the name of the initial registered agent at such address is BRUCE CARNEY. The mailing address of the Corporation is 13291 S.E. 80th STREET, MORRISTON, FLORIDA 32668.

ARTICLE VI
Directors

The initial Board of Directors shall consist of TWO (2) director(s) who need not be a resident of the State of Florida or a shareholder of the Corporation. The numbers of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the Corporation but shall never be less than one (1).

The name(s) and address(s) of the person(s) who shall serve as Director(s) until the first annual meeting of shareholders, or until successor(s) shall have been elected and qualified are:

<u>Name</u>	<u>Address</u>
RICHARD A. HOFFECKER, JR.	13291 S.E. 80th STREET MORRISTON, FL 32668
MARY C. HOFFECKER	13291 S.E. 80th STREET MORRISTON, FL 32668

Directors shall have authority to fix the compensation of themselves and all officers and employees unless otherwise provided in these Article or the Bylaws. If all Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors. At a meeting of the shareholders called expressly for that purpose, any one or more directors may be removed with or without cause, by a vote of the holders of seventy-five percent (75%) of the then issued shares entitled to vote at an election of directors.

ARTICLE VII
Initial Incorporator

The name and address of the original incorporator are:

<u>Name</u>	<u>Address</u>
MARY C. HOFFECKER	13291 S.E. 80th STREET MORRISTON, FL 32668

ARTICLE VIII
Shareholder Action

An affirmative vote of shareholders' owning more than fifty percent (50%) of the issued shares of the Corporation shall be required for any shareholder action.

ARTICLE IX
Amendment of Articles of Incorporation

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a properly noticed stockholders' meeting, with not less than a majority vote of the common stock.

ARTICLE X
Preemptive Rights

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Director(s), such shares of the stock of this Corporation as may be issued for money, or any property or services from time to time in addition to that stock presently authorized and issued by the Corporation. The preemptive right of any shareholder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XI
Cumulative Voting

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his or her shares, and to distribute them among as many candidates as he or she may wish. Notice that said shareholder intends to cumulate his or her votes at said election must be given by the shareholder to the President or a Vice-President of said Corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholders' meeting for the election of directors.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Crystal River Florida, on this the 12 day of August, 1997.

WITNESS:

INCORPORATOR:

Melinda A. Savage
Bruce Car

Mary C. Hoffecker
MARY C. HOFFECKER

STATE OF FLORIDA
COUNTY OF CITRUS

BEFORE ME, the undersigned authority, personally appeared MARY C. HOFFECKER, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation and who did freely and voluntarily acknowledge before me according to law that ~~he~~she made and subscribed the same for the uses and purposes therein mentioned and set forth. FL Driver's License # H126.583-54-678.0

SUBSCRIBED AND SWORN to before me this 12 day of August, 1997.

Melinda A. Savage
NOTARY PUBLIC

My commission expires:
Printed Name:

MEUNDA A. SAVAGE
Notary Public - State of Florida
My Commission Expires Aug 23, 1999
Commission # CC 491163

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

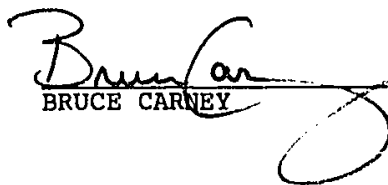
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Under the laws of the State of Florida, AIRSHIP RESOURCES, INC., with its principle office as indicated in its Articles of Incorporation, has named BRUCE CARNEY, located at 7655 WEST GULF TO LAKE HIGHWAY, SUITE 2, CRYSTAL RIVER, FLORIDA 34429, as Resident Agent to accept service of process at the registered office within this State of Florida.

Acknowledgement

Having been named to accept service of process for XX(corp), at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

RESIDENT AGENT:



BRUCE CARNEY

FILED
97 AUG 13 PM 4:01
TALLAHASSEE, FLORIDA
SECRETARY OF STATE