

AFFORDABLE LEGAL CLINIC, INC.

426 E. Highway 434 • Winter Springs, Florida 32708

Post Office Box 180292 • Casselberry, Florida 32718-0292

Telephone: (407) 327-5297 • Facsimile: (407) 327-8444 • e-mail: rainbow@lag.net

P97000089849

October 13, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
The Capitol
Tallahassee, Florida 32399-6327

100002322961--9
-10/17/97--01052--005
*****70.00 *****70.00

Re: PALM AIR SERVICES, INC.

Dear Sir:

Enclosed please find two copies of Articles of Incorporation and Registered Agent's Certificate for a new Florida corporation now being formed -- PALM AIR SERVICES, INC.

Also enclosed please find our check in the amount of \$70.00. This check includes payment for the following:

Filing fee	\$35
Registered Agent's Designation	<u>35</u>
TOTAL	\$70.00

Please send the duplicates of the Articles of Incorporation and Registered Agent's Certificate to Affordable Legal Clinic, Inc., 426 E. Hwy 434, Winter Springs, Florida 32708.

Your cooperation in this matter is appreciated.

Sincerely,


Thomas A. Binford

Enclosures

TAB:rr

97 OCT 17 PM 10:49
RECEIVED
DIVISION OF STATE
CORPORATIONS

10/20/97

ARTICLES OF INCORPORATION
OF
PALM AIR SERVICES, INC.

FILED
SECRETARY OF STATE
CORPORATIONS
97 OCT 17 PM 10:40

ARTICLE 1. NAME.

The name of the Corporation is PALM AIR SERVICES, INC.

ARTICLE II. DURATION.

This Corporation shall have perpetual existence.

ARTICLE III. PURPOSE.

This Corporation is organized to transact and carry on any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. CAPITAL STOCK.

This Corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock.

ARTICLE V. MANAGEMENT.

A. Pursuant to the provisions of Section 607.111, Florida Statutes, as the same exists upon the adoption of these Articles of Incorporation, the business of this Corporation may be managed by the shareholders of the Corporation, rather than by a Board of Directors.

B. Should the shareholders of the Corporation so elect, they may by resolution and bylaw establish a Board of Directors to manage the business of this Corporation. In such event, the shareholders shall prescribe the duties, functions and methods of operation of such Board of Directors with particularity and in appropriate bylaws.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT.

The street address and mailing address of the initial registered agent of this Corporation is 5136 Tangerine Ave., Winter Park, Florida 32792. The principal street address of the Corporation is 5136 Tangerine Ave., Winter Park, Florida 32792. The principal mailing address of the Corporation is 5136 Tangerine Ave., Winter Park, Florida 32792. The name and address of the initial registered agent of this Corporation is Charles O. Comstock, Jr., 5136

Tangerine Ave., Winter Park, Florida 32792.

ARTICLE VII. INCORPORATOR.

The name and address of the person signing these Articles of Incorporation is:
Charles O. Comstock, Jr., 5136 Tangerine Ave., Winter Park, Florida 32792.

ARTICLE VIII. PRE-EMPTIVE RIGHTS.

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price per share at which shares are offered to others.

ARTICLE IX. AMENDMENTS.

These Articles of Incorporations may be amended in the manner provided by law. Every amendment shall be approved by the shareholders representing a majority of the outstanding shares of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 14th day of OCT., 1997.

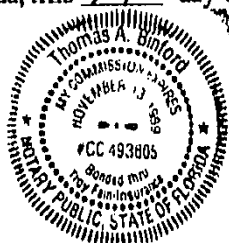

CHARLES O. COMSTOCK, JR.

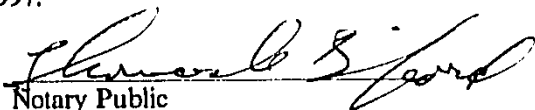
STATE OF FLORIDA

COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, CHARLES O. COMSTOCK, JR., to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily and for the purposes therein expressed. CHARLES O. COMSTOCK, JR. presented _____
FLH.DR. L.C. C523-154-46-065-0 as identification.

WITNESS my hand and official seal at Winter Springs, County of Seminole, State of Florida, this 14th day of OCT., 1997.




Notary Public

CERTIFICATE OF REGISTERED AGENT
FOR

PALM AIR SERVICES, INC.

FILED
FLORIDA STATE
97 OCT 17 11:10:43

DESIGNATION

I, CHARLES O. COMSTOCK, JR., as the Incorporator named in the Articles of Incorporation of PALM AIR SERVICES, INC., a corporation for profit, hereby designate CHARLES O. COMSTOCK, JR. as Registered Agent for the service of process within the State of Florida for PALM AIR SERVICES, INC. The street address and mailing address of the initial registered agent of this Corporation is 5136 Tangerine Ave., Winter Park, Florida 32792. The principal street address of the Corporation is 5136 Tangerine Ave., Winter Park, Florida 32792. The principal mailing address of the Corporation is 5136 Tangerine Ave., Winter Park, Florida 32792. The name and address of the initial registered agent of this Corporation is CHARLES O. COMSTOCK, JR., 5136 Tangerine Ave., Winter Park, Florida 32792. This designation is made in conformity with Florida Statutes Sections 48.091 and 607.1501 - .1505.


CHARLES O. COMSTOCK, JR.

ACCEPTANCE

I, CHARLES O. COMSTOCK, JR., doing business at the street address of 5136 Tangerine Ave., Winter Park, Florida 32792, do hereby consent to my appointment as Registered Agent for the service of process upon PALM AIR SERVICES, INC., a Florida corporation. I am familiar with and accept the obligations provided for in Florida Statutes Sections 48.091 and 607.1501 - .1505.


CHARLES O. COMSTOCK, JR.

P970000 89850

TERRY L. MCCOLLOUGH, P.A.

ATTORNEY AT LAW

538 EAST WASHINGTON STREET

ORLANDO, FLORIDA 32801

TELEPHONE
(407) 420-9182

FACSIMILE
(407) 422-5381

October 10, 1997

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

200002318502--6
-10/13/97--01048--011
***122.50 ***122.50

Re: New Corporation
Destiny Farms, Inc.

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation for filing with the Secretary of State for this new corporation. After filing the enclosed, please provide us with a certified copy of same. A check in the amount of \$122.50 is enclosed for the filing and certified copy.

Thank you for your cooperation in this matter and if you have any questions regarding the enclosed, please do not hesitate to call.

Sincerely yours,

Terry L. McCollough
Terry L. McCollough

TLM/jgk
Enclosures

f:\jackie\tlm\destiny\corp\lr



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 14, 1997

TERRY L MCCOLLOUGH ESQUIRE
538 E WASHINGTON ST
ORLANDO, FL 32801

SUBJECT: DESTINY FARMS, INC.
Ref. Number: W97000023428

We have received your document for DESTINY FARMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 997A00050202

**ARTICLES OF INCORPORATION
OF**

DESTINY FARMS, INC.

The undersigned, acting as incorporator for the purpose of forming a corporation for profit under the provisions of Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the corporation is:

DESTINY FARMS, INC.

ARTICLE 2. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE 3. PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- (a) To engage in every phase and aspect of business lawful to a corporation formed under the laws of the State of Florida;
- (b) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the corporation's business activities.
- (c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations,

This instrument prepared by:

Terry L. McCollough, Esquire
Terry L. McCollough, P.A.
538 East Washington Street
Orlando, FL 32801
(407) 420-9182
Fla. Bar. No. 562361

firms, or individuals, to carry on any lawful pursuit necessary to incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

ARTICLE 4. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full part value of the shares.

ARTICLE 5. INITIAL OFFICE AND REGISTERED AGENT

The street address of the initial office of the corporation is 242 Lake Drive, Oviedo, Florida, 32765. The name of the corporation's initial registered agent is Terry L. McCollough, Esquire, located at 538 East Washington Street, Orlando, Florida, 32801.

ARTICLE 6. INCORPORATOR

The name and address of the incorporator is as follows:

Terry L. McCollough, Esquire
538 East Washington Street
Orlando, FL 32801

ARTICLE 7. DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one. The

names and addresses of the initial directors of this corporation are:

Terry L. McCollough
242 Lake Drive
Oviedo, FL 32765

ARTICLE 8. CUMULATIVE VOTING FOR DIRECTORS

Every shareholder having the right to vote as a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all these votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

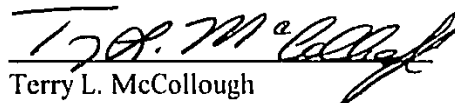
ARTICLE 9. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the directors.

ARTICLE 10. 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 the board of directors and shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of October, 1997.


Terry L. McCollough
Incorporator

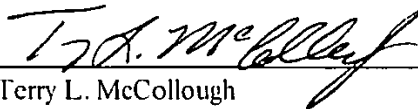
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Destiny Farms, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at 242 Lake Drive, Oviedo, Florida, 32765, County of Seminole, State of Florida, has named Terry L. McCollough, Esq., located at 538 E. Washington Street, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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


Terry L. McCollough
Registered Agent