



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 636983 89589A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 16, 1997

ORDER TIME : 10:25 AM

ORDER NO. : 636983-005

CUSTOMER NO: 89589A

CUSTOMER: Clifford A. Taylor, Esq
CLIFFORD A. TAYLOR, ESQ

P O Box 2090

Bunnell, FL 32110

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-12/16/97-01053-006
****122.50 ****122.50

DOMESTIC FILING

NAME: CAP UNLIMITED AIRCRAFT
CORPORATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 16 PM 12:15

RECEIVED
97 DEC 16 AM 11:32
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

CAP UNLIMITED AIRCRAFT CORPORATION, INC.

FILED
CLERK OF STATE
CORPORATIONS
97 DEC 16 PM 12:15

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

CAP UNLIMITED AIRCRAFT CORPORATION, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to create distributorships, manufacture aerobatic airplanes and airplanes for public and private use, and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a nominal or par value of \$100.00. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock.

The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract. This provision shall not prevent the personal representative of a deceased stockholder or the guardian or an incompetent stockholder from taking possession of such stock in accordance with the requirements of law until such stock can be sold or otherwise disposed of in accordance with the By-Laws of the Corporation.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$10,000.00 Dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial mailing address of the principal office of this corporation in the State of Florida is: HC1 Box 18T-5, Bunnell, Fl. 32110, State Road 100, Flagler County Airport, Florida. The board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased from time to time, by the By-Laws adopted by the stockholders.

ARTICLE VIII. INITIAL OFFICERS and DIRECTORS

The names and post office addresses of the members of the first Board of Directors and all officers are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
MONTAINE MALLET	PRESIDENT	Flagler County Airport HC1 BOX 18T-5 Bunnell, Fl. 32110
MONTAINE MALLET	SECRETARY \ TREASURER	(same as above)

ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration thereof:

<u>NAME</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
MONTAINE MALLET	1	\$100.00

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Clifford A. Taylor, Esq., 507 E. Moody Blvd., Bunnell, Florida 32110, to accept service of process within the State as to this corporation.

STATE OF FLORIDA
COUNTY OF FLAGLER

Sworn to and affirmed before me this 24th day of November, 1997, by Montaine Mallet who provided personally known as identification and who did not take an oath.

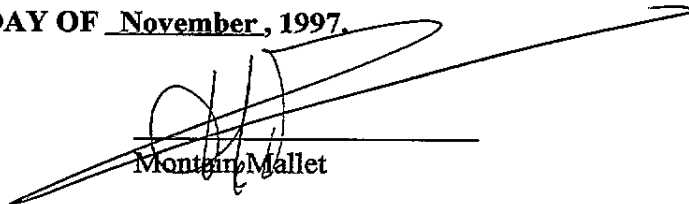

Clifford A. Taylor, Notary at Large

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

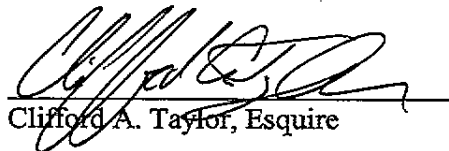
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT CAP UNLIMITED AIRCRAFT CORPORATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE **FLAGLER COUNTY AIRPORT, STATE ROAD 100, HC1 BOX 18T-5, BUNNELL, FLORIDA. 32110**, HAVING NAMED CLIFFORD A. TAYLOR, ESQUIRE, LOCATED AT 507 E. MOODY BLVD. P.O. BOX 2090, BUNNELL, FLORIDA 32110, AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

SIGNED AND SEALED THIS 24th DAY OF November, 1997.


Montague Mallet

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

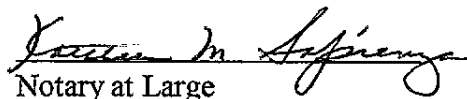

Clifford A. Taylor, Esquire

SIGNED AND SEALED THIS 24th DAY OF November, 1997.

STATE OF FLORIDA
COUNTY OF FLAGLER

FILED
CLERK OF STATE
DEPARTMENT OF CORPORATIONS
97 DEC 16 PM 12:15

The foregoing instrument was acknowledged before me this 24th day of November, 1997, by Clifford A. Taylor, Esquire, who is personally known to me.


Notary at Large

