

E. Gerald Block
CERTIFIED PUBLIC ACCOUNTANT

2400 E. COMMERCIAL BOULEVARD, SUITE 719
FORT LAUDERDALE, FLORIDA 33308
TEL: (954) 776-0100
FAX: (954) 772-3640

December 16, 1997

P97000106468

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

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-12/18/97--01050--004
****122.50 ****122.50

RE: Flight at Night, Inc.

Dear Sirs:

Enclosed please find:

EFFECTIVE DATE

12-16-97

1. Original and one copy of articles of incorporation pertaining to Flight at Night, Inc.
2. My check in the amount of \$122.50 for payment of the following:

a.	Filing Fee	\$ 35.00
b.	Certified Copy of Articles	52.50
c.	Registered Agent Designation	<u>\$122.50</u>

You will also find enclosed a copy of the Certified Designating Place of Business and Registered Agent.

Please file these Articles as soon as possible, noting the provision under Article II stating that this Corporation's existence shall commence on the date of execution of said Articles, which is 12/16/97.

Upon its arrival, please return a certified copy of these Articles of Incorporation to the undersigned via the self-addressed stamped envelope provided herein.

Thank you for your cooperation in this matter.

Very truly yours,

E. Gerald Block
E. Gerald Block, C.P.A.

EGB/lr
enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

FLIGHT AT NIGHT, INC.

ARTICLE I - NAME

The name of this Corporation is Flight at Night, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on December 16, 1997.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

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

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which it 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 price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPLE OFFICE

The street address of the initial registered office of this Corporation is 4345 N.E. 12th Terrace, Oakland Park, Florida 33334 and the name of the initial registered agent of this Corporation at that address is Robert Kornahrens. The street address of the principle office is 4345 N.E. 12th Terrace, Oakland Park, Florida 33334.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never have less than one (1). The names and addresses of the initial Directors of this Corporation are:

Robert Kornahrens
4000 N.E. 31st Avenue
Lighthouse Point, Florida 33064

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EFFECTIVE DATE

12-16-97

ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the person(s) signing these Articles is (are):

Robert Kornahrens
4000 N.E. 31st Avenue
Lighthouse Point, Florida 33064

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

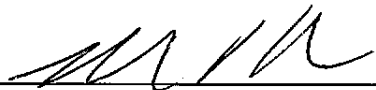
ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Article of Incorporation on this 16th day of December, 1997.



STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 16th day of December, 1997, by Robert Kornahrens, who are personally known to me or who have produced a driver's license as identification and who did take an oath.

sign David D. Pain

print David D. Pain

State of Florida at Large
My Commission Expires:



DAVID D. PAIN
MY COMMISSION # CC430150 EXPIRES
April 8, 1999
BONDED THRU TROY PAIN INSURANCE, INC.

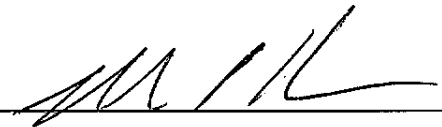
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

First: Flight at Night, Inc., to be organized under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Oakland Park, County of Broward, State of Florida, has named Robert Kornahrens, whose business office is located at 4345 N.E. 12th Terrace, Oakland Park, Florida 33334 as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

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



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