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CARL E. PATRICK, P.A.

ATTORNEY AT LAW

2828 PROCTOR ROAD • SARASOTA, FLORIDA 34231
TELEPHONE (941) 924-6677 • FAX (941) 924-5848

March 12, 1998

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

500002458035-4
-03/16/98-01066-003
****122.50 ****122.50

RE: "888 Fly Away, Inc."

Dear Sir or Madame:

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to this office in the self-addressed stamped envelope enclosed.

Sincerely,


Dawn G. LeBlanc, CLA

/s
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 AM 11:57

3-17-98
ws

ARTICLES OF INCORPORATION

OF

888 FLY AWAY, INC.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR 16 AM 11:57

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME AND INITIAL PLACE OF BUSINESS

The name of the Corporation shall be:

888 FLY AWAY, INC.

The initial, principal place of business of this corporation shall be:

2635 MALL DRIVE
SARASOTA, FLORIDA 34231

ARTICLE II - NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of the Corporation shall be: Carl E. Patrick, Esquire, 2828 Proctor Road, Sarasota, FL 34231.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



CARL E. PATRICK, ESQUIRE
Registered Agent

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI - DIRECTORS

This Corporation shall have two directors initially. The name and street address of the initial members of the Board of Directors are:

ISHMAEL BAAL-SHEM - PRESIDENT, SECRETARY
2635 Mall Drive
Sarasota, FL 34231

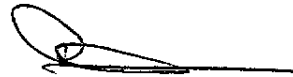
RANDALL SANTORA - VICE PRESIDENT, TREASURER
2635 Mall Drive
Sarasota, FL 34231

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Carl E. Patrick
2828 Proctor Road
Sarasota, FL 34231

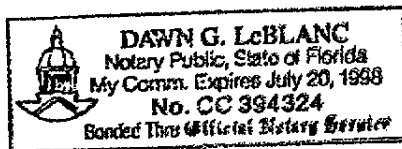
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 12th day of March, 1998.

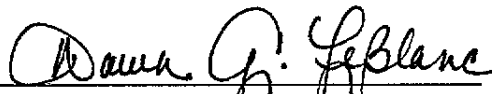


CARL E. PATRICK, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING instrument was acknowledged before me this 12th day of March, 1998.




Notary Public
Dawn G. LeBlanc
Printed Name

My Commission Expires: 7/20/98