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1921 N.E. 28 Street ♦ Lighthouse Point, FL ♦ 33064
TOLL FREE 1 (888) 278-7811 FAX (954) 942-5470

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 30 PM 1:06

April 27, 1998

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

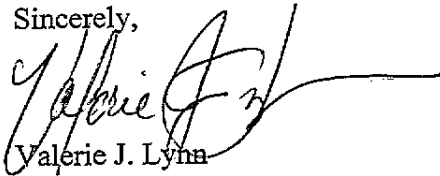
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*****78.75 *****78.75

To Whom it May Concern:

Enclosed please find two copies of Articles of Incorporation for Adventure FlyAways, Inc. A money order, in the amount of \$78.75, is enclosed for the Filing fee, the Registered Agent fee and the Certificate of Status fee.

Thank you.

Sincerely,



Valerie J. Lynn

/vjl
cc: file

D. BROWN MAY - 1 1998

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation for such Corporation, to-wit:

ARTICLE I NAME

The name of the corporation is Adventure FlyAways, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
1921 N.E. 28 Street, Lighthouse Point, FL 33064

ARTICLE III COMMENCEMENT AND DURATION

The Corporation is to commence its existence upon the filing of these Articles by the Department of State and will exist perpetually thereafter unless earlier dissolved in the manner prescribed by law.

ARTICLE IV PURPOSE AND POWERS

The purpose of the Corporation is to engage in, for profit, any lawful act or activity for which corporations may be organized under the Florida General Corporation Act and the Corporation shall have such powers as is necessary to effectuate the purpose herein stated.

ARTICLE V CAPITAL STOCK

The maximum number of shares of stock that this corporation shall have the authority to issue is Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI PREEMPTIVE RIGHTS

The shareholders of any class of series of stock of the Corporation shall have the preemptive right to subscribe, in proportion to their holdings (rounded to the nearest full share) at the price it is offered to others, for any authorized but unissued treasury stock of such class or series of the Corporation to be issued.

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ARTICLE VII MANAGEMENT

The activities and affairs of the Corporation shall be managed by a Board of Directors, the number of members of which shall be fixed by the By-Laws of the Corporation and may vary from time to time; but in no event shall the number be less than One (1). The Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the Corporation. The initial Board of Directors shall consist of directors, whose names and addresses are as follows:
ROBERT D. BOOTH 1921 N.E. 28 Street, Lighthouse Point, Florida 33064
VALERIE J. LYNN 1921 N.E. 28 Street, Lighthouse Point, Florida 33064

ARTICLE VIII INDEMNIFICATION

The Corporation shall have the power to enter into an indemnity agreement with any officer or director, or any former officer or director, indemnifying the same to the full extent permitted by law.

ARTICLE IX INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of the Corporation is:
VALERIE J. LYNN 1921 N.E. 28 Street, Lighthouse Point, Florida 33064

ARTICLE X INCORPORATORS

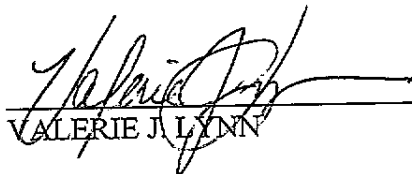
The names and addresses of the incorporators hereunder are:
VALERIE J. LYNN 1921 N.E. 28 Street, Lighthouse Point, Florida 33064

ARTICLE XI RESERVED POWERS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida; and all rights and powers conferred on directors or shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida does make, file and record these Articles, and certifies that the facts herein stated are true. In addition, by execution of this instrument, the undersigned, as registered agent, states, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

The undersigned incorporator has executed these Articles of Incorporation this
28 Day of APRIL, 1998.


VALERIE J. LYNN

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