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LAW OFFICES OF
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GENERAL PRACTICE

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May 4, 1998

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

Re: Ultralight Adventures of South Florida, Inc.

Ladies:

Please find enclosed the original and one (1) copy of the Articles Of Incorporation for Ultralight Adventures of South Florida, Inc. to be filed with your office. Also enclosed is a check in the amount of \$122.50 to cover the following statutory fees for incorporation.

\$35.00 - Filing fee
\$52.50 - Certified copy of corporate charter
\$35.00 - Filing of certificate of resident agent

Please mail the certified copy of the corporate charter to the above letterhead address.

Thank you for your assistance in this matter.

Very truly yours,

James M. Gann
James M. Gann

JMG:lmw
enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 12:31

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

ULTRALIGHT ADVENTURES OF SOUTH FLORIDA, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is ULTRALIGHT ADVENTURES OF SOUTH FLORIDA, INC..

ARTICLE II - NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is as follows:

1. To carry on and conduct the business of general sales, service, rental and instruction in the ultralight type aviation business.
2. To purchase, acquire, hold, sell, exchange, distribute in any and all types of land, leases, mortgages, notes, or otherwise deal with any and all types of investments.
3. To carry on in any capacity any business or trade deemed legal in the State of Florida under Chapter 607 of the Florida Statutes or otherwise.
4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers or

corporate property, or other instruments to secure the payment of corporate indebtedness as required.

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

6. To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other or any character of business legal in the State of Florida.

7. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of 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 while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

8. To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

9. To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

10. To do any or all of the things herein set forth to the same extent as natural persons might or could do; and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses and in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 2,000 shares, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is not specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is a minimum of \$500.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date that these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be 315 East Main Street, Pahokee, Florida, 33476. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.


ARTICLE VII - REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That ULTRALIGHT ADVENTURES OF SOUTH FLORIDA, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Pahokee, County of Palm Beach, State of Florida, has named Kenneth W. Williams, Jr., 315 East Main Street, Pahokee, Florida, 33476, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 provisions of said Act relative to keeping open said office.


KENNETH W. WILLIAMS, JR.
Registered Agent

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SECRETARY OF CORPORATIONS
MAY - 8 PM 12:32

ARTICLE VIII - DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE IX - INITIAL DIRECTORS

The name and street address of the initial directors who shall hold office until their successor is elected and has qualified is as follows:

KENNETH W. WILLIAMS	315 East Main Street
JR.	Pahokee, Florida 33476
CYNDY D. WILLIAMS	315 East Main Street
	Pahokee, Florida 33476

ARTICLE X - SUBSCRIBERS

The name and street address of the subscribers to these Articles of Incorporation, the number of shares agreed to take and the value of the consideration therefore is as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>	<u>Amount</u>
KENNETH W. WILLIAMS,	315 East Main Street	500	\$ 500.00
JR.	Pahokee, FL. 33476		
CYNDY D. WILLIAMS	315 East Main Street	500	\$ 500.00
	Pahokee, FL. 33476		

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law without the necessity of a personal meeting.

ARTICLE XIII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law, except the sale of the corporation or its assets must be accomplished by an actual meeting of the Board of Directors.

ARTICLE XIV - RESTRICTIONS ON TRANSFER OF STOCK

Prior to the sale or transfer of stock by any owner thereof, the corporation must be given first option to purchase the stock which is for sale in accordance with the price which is established by the stockholders at each annual meeting of the stockholders. In the event a price is not established at any annual meeting, the sale price of the stock shall be the market value of the stock as determined with the assistance of the accountant who prepares the tax returns for the corporation.

In the event the corporation does not exercise its option to purchase, then the surviving stockholders shall have the second option to purchase the stock which is for sale based on a pro-rata basis of the number of shares owned by the existing stockholders. The purchase price shall be the same as that established at each annual stockholders meeting or the market value in the event a price is not established at any annual meeting.

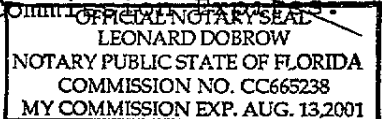
IN WITNESS WHEREOF, the undersigned subscribers have
executed these Articles of Incorporation this 4TH day of
MAY, 1998.

Kenneth W. Williams, Jr.
KENNETH W. WILLIAMS, JR.

Cyndy D. Williams
CYNDY D. WILLIAMS

STATE OF FLORIDA
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 4TH
day of MAY, 1998, by KENNETH W. WILLIAMS, JR., who is
personally known to me or who has produced _____ as
identification.

Leonard Dobrow
Notary Public
My Commission Expires: _____


STATE OF FLORIDA
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 4TH
day of MAY, 1998, by CYNDY D. WILLIAMS, who is
personally known to me or who has produced _____ as
identification.

Leonard Dobrow
Notary Public
My Commission Expires: _____
