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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 877117 7132735

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 122.50

ORDER DATE : July 1, 1998

ORDER TIME : 10:42 AM

ORDER NO. : 877117-005

CUSTOMER NO: 7132735

CUSTOMER: Lorie L. Mccarroll, Cpa
LORIE L. MCCARROLL, CPA

Suite 200
1890 South 14th Street
Fernandina Beac, FL 32034

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL - 1 PM 12:31

DOMESTIC FILING

NAME: AMELIA ISLAND AEROBATICS,
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: Cassandra Bryant

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
[Signature]

ARTICLES OF INCORPORATION
OF
AMELIA ISLAND AEROBATICS, INC.

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ARTICLE I

The name of the corporation shall be:

AMELIA ISLAND AEROBATICS, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 10,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two director's whose name and addresses are as follows:

Keoki Gray
2807 Ocean Mist Dr.
Fernandina Beach, FL 32034

Jan Meires
2807 Ocean Mist Dr.
Fernandina Beach, FL 32034

ARTICLE X

The initial registered agent of the corporation is Keoki Gray. The street address of the corporation's initial registered office is 2807 Ocean Mist Dr., Fernandina Beach, FL 32034.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

2807 Ocean Mist Dr.
Fernandina Beach, FL 32034

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is: Lorie L. McCarroll, C.P.A.

1890 S. 14th St., Suite 200
Fernandina Beach, FL 32034

The undersigned incorporator has executed these Articles of Incorporation this 26th day of June, 1998.

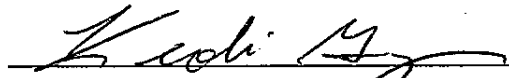
Lorie L. McCarroll
Lorie L. McCarroll, C.P.A., Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
AMELIA ISLAND AEROBATICS, INC.

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Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: 6/26/98


Signature of Registered Agent