

WOLFE, YOUNG, O'BAKER & COMPANY *Accountants & Tax Consultants*

5100 Highway 17-92, Suite 200 • Casselberry, Florida 32707-3862 • Phone: 407.339.9000 • Fax: 407.339.4205 • www.wyoc.com

P98000065818

July 22, 1998

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

700002597467--9
-07/21/98--01029--005
*****78.75 *****78.75

Re: Great American Flying Circus, Inc.

To Whom it May Concern:

Enclosed please find \$78.75 check for Filing Fees (\$35.00), Register Agent Designation (\$35.00) and Certificate of Status (\$8.75) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

Wolfe, Young, O'Baker & Company

Clyde E. O'Baker

Clyde E. O'Baker

CEO/sbo
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 24 AM 8:33

WYO

RP
07-28-98

**ARTICLES OF INCORPORATION
OF
GREAT AMERICAN FLYING CIRCUS, INC.**

Article I - Name

The name of the corporation is: **Great American Flying Circus, Inc.**

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

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 IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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Article VI - Initial Registered Office and Agent

The street address and the mailing address of the initial registered office of this corporation is: 608 Mariner Way, Altamonte Springs, Florida 32701. The name of the initial registered agent of this corporation at that address is: Joseph W. Kittinger.

Article VII - Initial Board of Directors

This corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial Directors are: **Robert R.S. Snow**, 239 East Copeland, Orlando, Florida 32806, **Joseph W. Kittinger**, 608 Mariner Way, Altamonte Springs, Florida 32701, **Linda Snow**, 239 East Copeland, Orlando, Florida 32806 and **Sherry K. Kittinger**, 608 Mariner Way, Altamonte Springs, Florida 32701.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Joseph W. Kittinger, 608 Mariner Way, Altamonte Springs, Florida 32701.

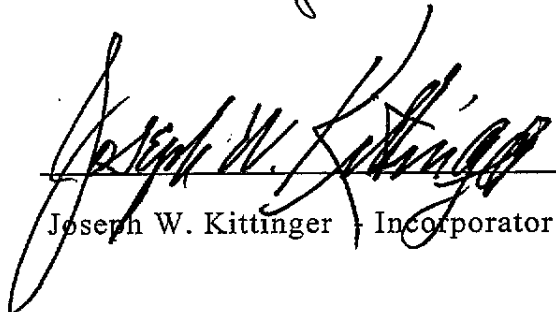
Article IX - Initial Officer

The names and addresses of initial officers shall be: **Joseph W. Kittinger**, 608 Mariner Way, Altamonte Springs, Florida 32701 - President, **Linda Snow**, 239 East Copeland, Orlando, Florida 32706 - Vice President and **Sherry K. Kittinger**, 608 Mariner Way, Altamonte Springs, Florida 32701 - Treasurer/Secretary.

Article X - By-Laws

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the by-laws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 21st day of July A.D., 1998.

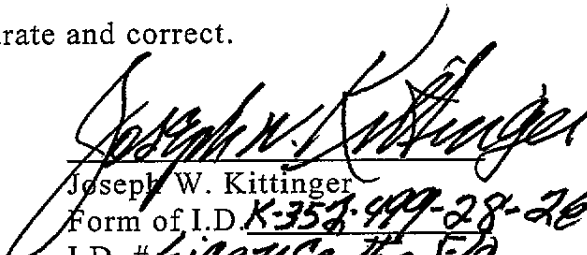


Joseph W. Kittinger Incorporator

STATE OF FLORIDA

COUNTY OF Seminole :

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, **Joseph W. Kittinger**, well-known to me, who deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are true, accurate and correct.

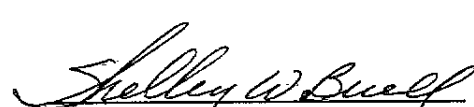

Joseph W. Kittinger

Form of I.D. K-358-999-28-267

I.D. # Lic 1152 # - F-10

Expiration 2000

SWORN and SUBSCRIBED to before me this 21st day of July,
A.D., 1998.


Notary Public, State of Florida
AT LARGE

My Commission Expires:
(N.P. Seal)



SHELLEY W BUELL
My Commission CC556557
Expires May. 22, 2000

State of Florida
Department of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUL 24 AM 8:33

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

The following is submitted in compliance with Section
48.091, Florida Statutes.

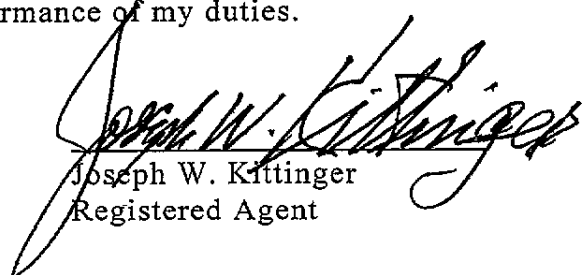
Great American Flying Circus, Inc., a corporation organized under the laws
of the State of Florida, with its principal office at: 608 Mariner Way,
Altamonte Springs, Florida 32701, has named **Joseph W. Kittinger**, at that
address, as its Agent to accept service of process within this State.

Great American Flying Circus, Inc.

BY: 
Joseph W. Kittinger
Incorporator

A C C E P T A N C E

Having been named to accept service of process for the above-stated
corporation, at the designated place in this certificate, I hereby agree to act in
this capacity, and I further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.


Joseph W. Kittinger
Registered Agent