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DAYTONA BEACH, FL 32115

September 3, 1998

100002632621--4
-09/04/98--01104--008
*****70.00 *****70.00

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

RE: Dream 2 Fly, Inc.

Gentlemen:

Enclosed you will find the Articles of Incorporation regarding the above corporation. Please file the same and forward confirmation to this office.

Also enclosed is a check for \$70.00 to cover the following costs and fees:

Filing Fee	35.00
Registered Agent	<u>35.00</u>
	\$70.00

Thank you for your assistance in this matter.

Sincerely,

James L. Rose

JLR/bjr
Encs.

APPROVED
AND
FILED
98 SEP -4 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK SEP 10 1998

ARTICLES OF INCORPORATION
OF
DREAM 2 FLY, INC.

APPROVED
AND
FILED
98 SEP - 4 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, each a natural person competent to contract, hereby form a corporation under the laws of the State of Florida, and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be DREAM 2 FLY, INC..

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The initial principal place of business of this corporation in the State of Florida shall be 1030 Sutton Circle, Apartment 152, Daytona Beach, Florida. The Board of Directors from time to time may move the principal office to any other address in Florida.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the laws of Florida;

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is One Hundred shares, having a par value of \$1.00 per share.

ARTICLE V - REGISTERED AGENT

The name of the initial registered agent of the corporation shall be James Chang. The street address of the initial registered office shall be 1030 Sutton Circle, apartment 152, Daytona Beach, Florida 32114.

ARTICLE VI - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$100.00.

ARTICLE VII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII - DIRECTORS

This corporation shall initially have two Directors. The names and street

addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
James Chang	1030 Sutton Circle, Apt. 152 Daytona Beach, Fl. 32114
Hye Jin Chung	Same as above

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
James Chang	1030 Sutton Circle, Apt.152 Dayton Beach, Fl. 32114
Hye Jin Chung	1030 Sutton Circle, Apt. 152 Daytona Beach, Fl. 32114

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI - PRE-EMPTIVE RIGHTS

Every stockholder, upon the sale for cash or any new stock 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; which price, in the case of par value shares, may be in excess of par.

IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation this 3rd day of September, 1998.

J. Hye Jin Chung

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 3rd day of September, 1998 by JAMES CHANG and HYE JIN CHUNG who is personally known to me or who has produced *a driver's license* identification and who did take an oath.

Notary Public, State of Florida

Printed Notary Signature

At Large

My Commission Expires:

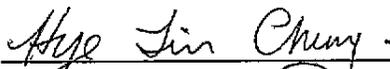


James L. Rose
MY COMMISSION # CC764996 EXPIRES
December 6, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section §48.091, Florida Statutes, the following is submitted:

That DREAM 2 FLY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Daytona Beach, State of Florida, has named James Chang, located at 1030 Sutton Circle, Apt. 152, City of Daytona Beach, State of Florida, as its Agent to accept service of process within Florida.



HYE JIN CHUNG, Corporate Officer

Title: President

Date: September 3, 1998

Having been named to accept service of process for the above stated corporation, at the place designated 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.



JAMES CHANG, Resident Agent

Date: SEPTEMBER 3, 1998

98 SEP -4 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED