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FILED

L. Murray Fitzhugh, Esq.

355 West Venice Avenue
Venice, Florida 34285
Telephone: (941) 484-4053
Telefax: (941) 485-8163
September 28, 1998

98 SEP 30 AM 11:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

10-1-98

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

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-09/30/98--01036--020
***122.50 ***122.50

Re: Soaring Wings, Inc.

To whom it may concern,

Please find enclosed Articles of Incorporation and check for \$122.50. Please mail certified copy to my office.

Thank you,

L. Murray Fitzhugh, Esq.

lmf/jkg

P. Hall

OCT - 1 1998

(3)

ARTICLES OF INCORPORATION
OF
Soaring Wings, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

EFFECTIVE DATE

The name of the corporation ("Corporation") is Soaring Wings, Inc.

10-1-98

ARTICLE II

The existence of the corporation shall begin on 10/1/98

ARTICLE III

The street address of the principal office of the Corporation is 3342 Yonge Avenue, Sarasota, Fl 34235

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 355 West Venice Avenue, Venice, Florida 34285. The registered agent for the Corporation at that address is L. Murray Fitzhugh.

ARTICLE VI

The initial board of directors shall consist of 2 members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Rachel Garibay	3342 Yonge Avenue Sarasota, Fl 34235
Joseph A. Wynnberry	3342 Yonge Avenue Sarasota, Fl 34235

ARTICLE VIII

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 23rd day, of September, 1998.

Joseph A. Waples
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Soaring Wings, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

L. Murray Fitzhugh
Name: L. Murray Fitzhugh

Date: 9-24-98