

TRANSMITTAL LETTER
P99000009476

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

100002756041--5
-01/27/99--01034--017
*****78.75 *****78.75

SUBJECT: Paraborne Ultralights, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: KATHY SWART
Name (Printed or typed)
c/o SWART, BAUMRUK & TWOHIG, LLP
717 E. OAK STREET
Address
KISSIMMEE, FL 34744
City, State & Zip
(407) 847-7466
Daytime Telephone number

SECRETAR () OF STATE
TALLAHASSEE FLORIDA
99 JAN 27 AM 9:06
FILED

NOTE: Please provide the original and one copy of the articles.

FEB 1 1999
[Handwritten initials]

ARTICLES OF INCORPORATION
PARABORNE ULTRALIGHTS, INC.

FILED
99 JAN 27 AM 9:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Paraborne Ultralights, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation by the Department of State.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. ADDRESS

The initial post office address of the principal place of business of this corporation is P.O. Box 423217, Kissimmee, FL 34742. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have two directors initially. The number of directors may be changed from time to time by the bylaws. The names and addresses of the initial directors, who will serve until their first annual meeting of shareholders of the corporation or until their successors are duly elected and qualified is:

NAME	ADDRESS
Scott Alan	P.O. Box 423217 Kissimmee, FL 34742
Nancy Alan	P.O. Box 423217 Kissimmee, FL 34742

ARTICLE VII. SUBSCRIBERS

The subscriber to these Articles of Incorporation is:

NAME	ADDRESS
Andrew J. Baumruk, CPA	717 E. Oak Street Kissimmee, FL 34744

ARTICLE VIII. OFFICERS

The officers of this corporation shall be President, Vice President, Secretary, and Treasurer. They shall be elected by the Board of Directors.

ARTICLE IX. REGISTERED AGENT

The initial registered agent and registered agent's address for service of process for this corporation is:

NAME	ADDRESS
Andrew J. Baumruk, CPA	717 E. Oak Street Kissimmee, FL 34744

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner set forth in the bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of January, 1999.

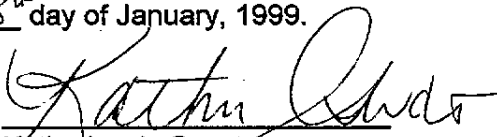


Andrew J. Baumruk

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above personally appeared Andrew J. Baumruk, known to me personally and executed the foregoing Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 25th day of January, 1999.



Katherine A. Swart
Notary Public, State of Florida



Katherine Ann Swart
MY COMMISSION # CC755145 EXPIRES
October 14, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned subscriber of Paraborne Ultralights, Inc., designates the following individual as registered agent for this corporation:

Andrew J. Baumruk, CPA
717 E. Oak Street
Kissimmee, FL 34744


Andrew J. Baumruk

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of Paraborne Ultralights, Inc.

DATED this 25th day of January, 1999.


Andrew J. Baumruk

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TALLAHASSEE FLORIDA