

P99000014069
MARK A. SCHNEIDER, P.A.

ATTORNEY AT LAW

21 S.E. FIRST AVENUE
SUITE 810
MIAMI, FL 33131

MEMBER OF FLORIDA
TEXAS AND OKLAHOMA BARS

FILED
99 FEB 11 PM 12:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE: (305) 374-0064
FACSIMILE: (305) 374-3002
E-Mail: Masv35@aol.com

February 8, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Warbirds of the Past, Inc.

700002772547-5
-02/11/99-01031-007
*****87.50 *****87.50

TO WHOM IT MAY CONCERN:

Enclosed for filing are two original copies of Articles of Incorporation for the above-captioned corporation and a check in the amount of \$87.50 to cover the following:

Filing Fee
Registered Agent Fee and
Certified Copy

Please file one original and certify the copy. I have included a stamped, self addressed envelope for the return of the certified copy.

Please contact the undersigned if you should need any further information. Thank you for your cooperation.

Very truly yours,

Mark A. Schneider

MAS: cec

Enclosures

P. Hall

FEB 12 1999

(6)

ARTICLES OF INCORPORATION

OF

WARBIRDS OF THE PAST, INC.

ARTICLE I - NAME AND ADDRESS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is Warbirds of the Past, Inc. The address of the principal office and the mailing address of this corporation is 14850 NW 44th Court, Suite 240, Miami, Florida, 33054

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

Name

Address

Mark A. Schneider.

21 S.E. First Avenue, Suite 810, Miami, FL 33131

ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of this corporation are:

Name

Address

F. Dickson Prew

14850 NW 44th Court
Suite 240
Miami, FL 33054

Joe Silva

6845 Pembroke Road
Pembroke Pines, FL 33023

Scott Lesh

1179 St. Mellion Drive
Presto, PA 15142

Celso Coli

18301 NW 79th Court
Hialiah, FL 33015 14850 NW 44th Court

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Address

Mark A. Schneider

21 S.E. First Avenue, Suite 810, Miami, FL 33131

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

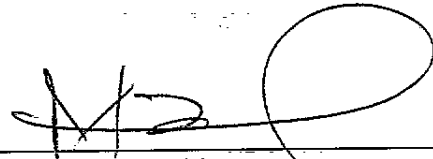
ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 07th day of February, 1999.



Mark A. Schneider
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I HEREBY ACCEPT the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

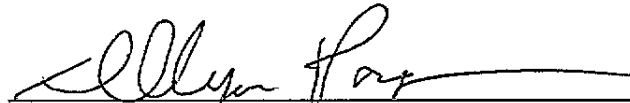


Mark A. Schneider
Registered Agent

ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 8th day of February, 1999 by Mark A. Schneider, as Subscriber of Warbirds of the Past, Inc., a Florida corporation on behalf of the corporation. (He is personally known to me) or has produced a driver's license as identification and did not take an oath.



Notary Public, State of Florida

Ilia M. Pagan

Printed Notary's Name
My Commission Expires: .

