

P99000040252

Accounting Offices of

STEVEN J. JONES, P.A.

13 E. TANGLEWOOD DRIVE
APOPKA, FLORIDA 32712

TELEPHONE
(407) 880-4200

FAX
(407) 880-4200

April 20, 1999

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

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-04/23/99--01034--020
*****131.25 *****87.50

RE: Incorporation of Fun Flyers Incorporated

Dear Secretary of State,

Please find an original and one (1) copy of the Articles of Incorporation, pursuant to Florida State Statutes, of FUN FLYERS INCORPORATED. In addition, I have enclosed check number 1424 in the amount of \$131.25 to cover the State filing fee, a certified copy and a certificate.

If additional information is required to fulfill our obligation to become a new Florida corporation, please contact our office at the number or address listed above.

Thank you very much for your time concerning this matter.

Sincerely,



STEVEN J. JONES, P.A.

FILED
99 APR 29 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
5/4/99

ARTICLES OF INCORPORATION

OF

FUN FLYERS INCORPORATED

FILED

99 APR 29 PM 12:39

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the corporation is FUN FLYERS INCORPORATED, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 4040 W. HWY. 441, P.O. BOX 995, PLYMOUTH, FLORIDA 32768-0995.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

STEVEN J. JONES, P.A.
13 E. Tanglewood Drive
Apopka, Florida 32712

ARTICLE 5- OFFICERS

The officers of the Corporation shall be:

President:	GLYNN STARLEY
Vice-President:	BILL STAIR
Secretary:	RICHARD LONG
Treasurer:	JIM HARVEY

ARTICLE 6 – DIRECTOR(S)

The Director(s) of the Corporation shall be:

**GLYNN STARLEY
BILL STAIR
RICHARD LONG
JIM HARVEY**

Whose address shall be the same as the principal office of the Corporation.

ARTICLE 7 – CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restriction or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or Reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restriction, limitations as to dividends, qualifications, or term or conditions of the redemption of the stock.

ARTICLE 8 – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the

Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subjected to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 – POWERS OF THE CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 12 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in

writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 4040 W. Hwy. 441, P.O. Box 995, Plymouth, Florida 32768-0995. The name and address of the registered agent of this Corporation is Glynn Starley located at 4040 W. Hwy. 441, P.O. Box 995, Plymouth, Florida 32768-0995.

ARTICLE 14 – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 16 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, or to add any provisions to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

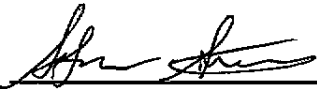
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 20th day of April, 1999.


Steven J. Jones, P.A. Incorporator

April 20, 1999
Date

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named as the registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Glynn Starley, Registered Agent

April 20, 1999
Date

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99 APR 29 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA