

J. MARVIN GUTHRIE, P. A.

ATTORNEY AT LAW

SUITE 101 THOMPSON EXECUTIVE CENTER

1230 MYRTLE AVENUE SOUTH

CLEARWATER, FLORIDA 33756

J. MARVIN GUTHRIE

BOARD CERTIFIED IN TAXATION

TELEPHONE

(813) 449-1600

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P99 0000 43296
May 4, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32301

Re: FlightSim Systems International, Inc.

Dear Sir or Madam:

Enclosed herewith for filing are the Articles of Incorporation and designation of Registered Agent for the above-referenced corporation.

Also enclosed is this firm's check made payable to your order in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	52.50
	<u>\$122.50</u>

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122.50 **78.75

We would appreciate your forwarding the certified copy of the Articles to this office.

Very truly yours,

J. Marvin Guthrie

JMG:scd
Enclosures

F. CHESLER

MAY 12 1999

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ARTICLES OF INCORPORATION
OF
FLIGHTSIM SYSTEMS INTERNATIONAL, INC.

FILED
99 MAY 10 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.
NAME.

The name of this corporation shall be FLIGHTSIM SYSTEMS INTERNATIONAL, INC., and the initial principal office and mailing address of the corporation shall be 940 Clearwater Largo Road, Suite 106, Largo, Florida 33770.

II.
PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.
TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

IV.
CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of \$1.00 par value.

V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 940 Clearwater Largo Road, Suite 106, Largo, Florida 33770 and the name of the initial registered agent of this corporation at that address is Van Smith.

VI.

INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Van Smith	940 Clearwater Largo Road, #106 Largo, FL 33770
Zane Roberts	1660 Gulf Boulevard #703 Clearwater, FL 33767
Jana Roberts	1660 Gulf Boulevard #703 Clearwater, FL 33767

VII.

INCORPORATOR

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

Van Smith	940 Clearwater Largo Road, #106 Largo, FL 33770
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VIII.

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IX.

AMENDMENT

The 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of May, A.D. 1999.

Van Smith
Van Smith

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared VAN SMITH, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

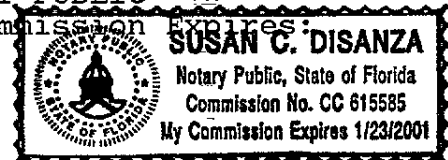
WITNESS my hand and official seal in the County and State last aforesaid, this 4th day of May, A.D. 1999.

Susan C. Di Sanza
{signature}

Susan C. Di Sanza
{printed name}

NOTARY PUBLIC

My Commission Expires:



J. MARVIN GUTHRIE,
P. A.
ATTORNEY AT LAW
1230 MYRTLE AVENUE SOUTH
SUITE 101
CLEARWATER, FLORIDA 33756
(813) 449-1600

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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First -- That FLIGHTSIM SYSTEMS INTERNATIONAL, INC.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation at City of Largo, Florida, County of Pinellas,
State of Florida, has named Van Smith, 940 Clearwater Largo
Road, Suite 106, Largo, County of Pinellas, State of Florida,
as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the
above stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.

BY: 

Van Smith

FILED

99 MAY 10 PM 2:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA