

L19374

LAW OFFICES
JAMES B. DENMAN, P.A.
SUITE 208, COASTAL TOWER
2400 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308

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JAMES B. DENMAN
BOARD CERTIFIED CIVIL TRIAL LAWYER

TELEPHONE (954) 938-9777
FACSIMILE (954) 938-9923

December 29, 1997

**SENT VIA AIRBORNE EXPRESS--
STANDARD OVERNIGHT**

Florida Department of State
Division of Corporations
Attn: Corporate Filings
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

FILED
DEC 31 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RE: Restated Articles of Incorporation for
Aviation Enterprises International, Inc.**

400002387514--5
-12/31/97-01072--001
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed herewith please find a copy of your correspondence dated December 22, 1997. Pursuant to that correspondence, enclosed please find our firm check number 7146 in the amount of \$ 35.00, along with the changes to the Restated Articles of Incorporation which among other things changes the name of the corporation to North American Turbines, Inc.

Please kindly accept the edited, fully executed Restated Articles of Incorporation for filing and send us your confirmation. I am also enclosing a Certificate Designating the Place of Business and Domicile for service of process and naming the registered agent which I request that you accept for filing as well.

Thanking you for your anticipated kind cooperation and courtesies, I am

Very truly yours,

James B. Denman
James B. Denman

JBD:meh

VS JAN 12 1998

Encl(s)

Amended & Restated art & N/C

L19374

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SUITE 208, COASTAL TOWER
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JAMES B. DENMAN
BOARD CERTIFIED CIVIL TRIAL LAWYER

TELEPHONE (954) 938-9777
FACSIMILE (954) 938-9923

December 15, 1997

**SENT VIA AIRBORNE EXPRESS--
STANDARD OVERNIGHT**

Florida Department of State
Division of Corporations
Attn: Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

**RE: Amendment to Articles of Incorporation for
Aviation Enterprises International, Inc.**

Dear Sir or Madam:

Enclosed herewith please find a Waiver of Notice of Joint Special Meeting of the Board of Directors and Stockholders, and the ~~Joint Resolution of Board of Directors and Stockholders of~~ *Return* Aviation Enterprises International, Inc., authorizing me to file Restated Articles of Incorporation which among other things changes the name of the corporation to North American Turbines, Inc.

Please kindly accept the executed Restated Articles of Incorporation for filing and send us your confirmation. I am also enclosing a Certificate Designating the Place of Business and Domicile for service of process and naming the registered agent which I request that you accept for filing as well.

Our check in the sum of \$70.00 for your fees for this service is enclosed.

Thanking you for your anticipated kind cooperation and courtesies, I am

Very truly yours,


James B. Denman

JBD:meh
Encl(s)

W97-028387
Restated Art. & N/C

RECEIVED
97 DEC 16 AM 10:02
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 22, 1997

JAMES B. DENMAN
2400 E. COMMERCIAL BLVD., STE. 208
FT. LAUDERDALE, FL 33308

SUBJECT: AVIATION ENTERPRISES INTERNATIONAL, INC.
Ref. Number: L19374

We have received your document for AVIATION ENTERPRISES INTERNATIONAL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file your document is \$35.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

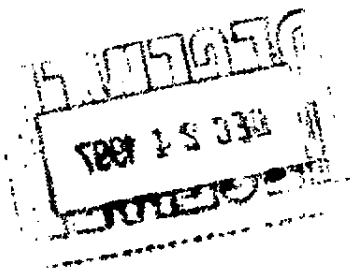
We are returning your check for \$70.00 to be replaced by one in the correct amount of \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 797A00059986



**RESTATED ARTICLES OF INCORPORATION OF
AVIATION ENTERPRISES INTERNATIONAL, INC.**

97 DEC 31 PM 2:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is **North American Turbines, Incorporated.**

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The general purposes for which this corporation is organized are:

1. To engage in the business of aircraft engine repair and maintenance.
2. To transact any other lawful business for which corporations may be incorporated under the

Florida General Corporation Act, Chapter 607, Florida Statutes.

3. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

ARTICLE IV

The principal office and mailing address of the corporation is 4705 N.W. 132nd Street, Miami, Florida 33054.

ARTICLE V

The aggregate number of shares which the corporation is authorized to issue is five hundred (500).

Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE VI

The street address of the registered office of the corporation is Suite 208, Coastal Tower, 2400 East Commercial Boulevard, Fort Lauderdale, Florida 33308, and the name of its registered agent at such address is James B. Denman.

ARTICLE VII

The number of directors constituting the Board of Directors of the corporation is two (2). The name and address of each person who is to serve as a member of the Board of Directors is:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Richard L. Walser | 2809 S.W. 46th Street Ft. Lauderdale, Florida 33312 |
| Michael Moss | 4705 N.W. 132nd Street Miami, Florida 33054 |

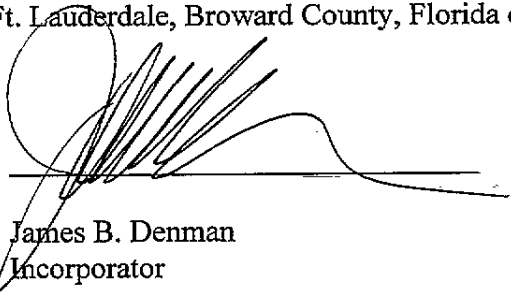
ARTICLE VIII

Within sixty (60) days after acceptance of these Restated Articles of Incorporation, the Stockholder(s) at an organizational meeting shall adopt by-laws of the Corporation wherein and whereby rules and regulations for the government of the affairs of the Corporation shall be promulgated. The by-laws shall also provide for a method and manner in which these Restated Articles of Incorporation may be amended which shall be by a majority vote of the Board of Directors, or by a resolution approved and adopted by a majority of the Stockholder(s) at a regular or special meeting called for that purpose and upon giving the required notice thereof as may be provided for in the by-laws.

ARTICLE IX

Pursuant to Florida Statute §607.0123(1)(b), the effective date for these Restated Articles of Incorporation shall be December 1, 1997.

EXECUTED by the undersigned at Ft. Lauderdale, Broward County, Florida on this 29th
day of November, 1997.


James B. Denman
Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

PERSONALLY appeared before me the undersigned authority on the 29th day of November, 1997 a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, James B. Denman, known to be the person described as a subscriber to the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to and executed said Articles of Incorporation.

WITNESS my hand and official seal the day and year last aforesaid.


Notary Public



MARY E HARRIS
My Commission CC508009
Expires Oct. 26, 1999

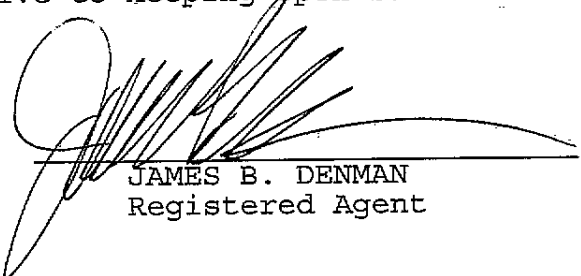
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS, NAMING THE REGISTERED AGENT,
AND ACKNOWLEDGMENT AND ACCEPTANCE BY REGISTERED AGENT**

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

First, that NORTH AMERICAN TURBINES, INC, desiring to reorganize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named James B. Denman, located at Suite 208, Coastal Tower, 2400 East Commercial Boulevard, Fort Lauderdale, Florida 33308, as its agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE

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.



JAMES B. DENMAN
Registered Agent

(SEAL)

WAIVER OF NOTICE OF JOINT SPECIAL MEETING OF
THE BOARD OF DIRECTORS AND STOCKHOLDERS OF
AVIATION ENTERPRISES INTERNATIONAL, INC.

We, the undersigned, being the Board of Directors and all of the Stockholders of AVIATION ENTERPRISES INTERNATIONAL, INC., do hereby waive all notice of the joint special meeting of the Board of Directors and Stockholders of AVIATION ENTERPRISES INTERNATIONAL, INC., and do hereby agree and consent that the 28th day of November, 1997, at 2:00 P.M. be and the same is hereby fixed as the time, and 2400 E. Commercial Blvd., Suite 208, Ft. Lauderdale, Florida 33308 as the place for holding a joint special meeting of the Board of Directors and Stockholders of AVIATION ENTERPRISES INTERNATIONAL, INC. to approve the Restated Articles of Incorporation, changing the name of the Corporation to NORTH AMERICAN TURBINES, INCORPORATED.

Dated this 28th day of November, 1997.

AVIATION ENTERPRISES INTERNATIONAL, INC.

BY: Richard L. Walser
RICHARD L. WALSER, Director

BY: Michael John Hirst Collett
MICHAEL JOHN HIRST COLLETT, Director

BY: James Foden
JAMES FODEN, Director

SUNI INVESTMENTS, LTD., Sole Stockholder
of AVIATION ENTERPRISES INTERNATIONAL,
INC.

BY: Bertha Cole
MRS. BERTHA COLE,
Chairman of the Board