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ARTICLES OF INCORPORATION  
OF  
METRO HELICOPTERS, INC.

The undersigned natural person acting as incorporator of a corporation under the provisions of the Florida General Corporation Act, hereby adopts the following ARTICLES OF INCORPORATION:

ARTICLE I  
NAME OF THE CORPORATION

The name of the Corporation is: "Metro Helicopters, Inc."  
And the principal office is: 4913 SW 75 Avenue, Miami, FL

ARTICLE II  
DURATION

The period of duration of the Corporation is: Perpetual.

ARTICLE III  
PURPOSE

The purpose of the Corporation is: To engage for profit in the transaction of business permitted under the laws of the United States and the State of Florida.

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**ARTICLE IV  
CAPITAL**

The Corporation shall have authority to issue and have outstanding not more than One Hundred Thousand shares of stock, each having a par value of One Hundred Dollars.

The stock shall be payable in cash, property, labor or any other services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

The Corporation shall not commence business until it has received not less than FIVE HUNDRED DOLLARS (\$500) in payment for the issuance of shares of stock.

**ARTICLE V  
INITIAL REGISTERED ADDRESS  
REGISTERED AGENT**

The initial registered address of the Corporation is: 4913 SW 75 Avenue, Miami, FL 33155, and the initial Registered Agent of the Corporation is: Lorenzo J. Palomares, an individual resident of the State of Florida, whose business office is at the address of the Corporation.

**ARTICLE VI  
DIRECTOR**

The Corporation shall have ONE director initially, whose name and street address is as follows:

NAME	ADDRESS
Lorenzo J. Palomares	4913 SW 75 Avenue, Miami, FL 33155

Prepared by: Ramsan Professional Services  
Esther Alvarez, CPA  
5849 W. Flagler St. 2  
Miami, FL 33144  
305-261-3225

**ARTICLE VII  
OFFICERS**

The initial officers of the Corporation and their addresses are: Lorenzo Palomares, 4913 SW 75 Avenue, Miami, FL 33155 and shall serve the office of PRESIDENT and SECRETARY, Alfredo Quero, 4913 SW 75 Avenue, Miami, FL 33155 and shall serve the office of Vice-President, and Lorenzo I. Palomares, 4913 SW 75 Avenue, Miami, FL 33155 and shall serve the office of TREASURER.


**ARTICLE VIII  
GENERAL PROVISIONS**

- A. The private property of the stockholders shall not be subject to payment of any Corporate debts whatsoever.
- B. The Corporation shall have a first lien upon the shares of its stockholders and upon all dividends due them for any indebtedness by such stockholder of the Corporation.
- C. Subject to the provisions and conditions of this article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for share of its capital stock in lieu of cash, at just valuation to be fixed by its Board of Directors.
- D. A Director of the Corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the Corporation, either as vendor, purchaser or otherwise; and, in the absence of an actual fraud, no transaction or contract of the Corporation shall be void or voidable by reason of the fact that any director or any firm or corporation of which any director is a member is in any way interested in such transaction or contract, provided that the fact that such director, or firm is interested in the transaction or the contract disclosed to the Corporation, and that such transaction or contract is authorized, ratified or approved either by (1) vote of the majority of a quorum of the Board of Directors or the Executive Committee, if any, without

counting in such majority any director so interested, or who is a member of a firm or corporation so interested; or (ii) vote at the Stockholders Meeting of the holders of record of the majority of all of the outstanding shares of stock of the Corporation then entitled to vote, or by writings signed by the majority of such holders, which shall have the same force and effect as though such authorization, ratification or approval were made by all the stockholders; and no director shall be liable to account to the Corporation for any profits realized from or through any such transaction or contract.

E. The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director of the Corporation at the time of incurring such expenses), such expenses to include the cost of reasonable settlements made with the view of curtailment of the cost of litigation, except that no sums shall be paid in connection with any such settlement unless the Corporation is advised by independent counsel that the officer or director so indemnified was not derelict in the performance of his duties as such officer or director. The Corporation shall not, however, indemnify such officer or director with respect of any matter on which any settlement or compromise is affected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be herein incurred by such director or officer in conducting such litigation to a final conclusion, and in no event shall anything herein contained be so construed as to protect or authorize the Corporation to indemnify any such officer or director against any liability to the corporation or its security holders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall not be w\exclusive of other rights to which any officer or director may be entitled as a matter of law.

Subscribed at Miami, Florida this 12th day of January, 1995.

  
Lorenzo Palomares  
Incorporator  
4913 SW 75 Avenue  
Miami, FL 33155

STATE OF FLORIDA >

COUNTY OF DADE >

Before me, the undersigned authority, an officer duly qualified to administer oaths and take acknowledgments personally appeared Benita Harris who, being by me first duly sworn, declared that he is the incorporator referred to in Article VIII of the foregoing Articles of Incorporation and that he signed these articles as such and that the statements contained therein are true.

WITNESS my hand and Notarial Seal this 12 day  
of January, 1995.

PORTIRIO LOPEZ  
Notary Public, State of Florida  
My Comm. expires Sept 8, 1997  
No. 00314262

My Commission Expires:

  
NOTARY PUBLIC STATE OF FLORIDA

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

Metro Helicopters, Inc.

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

FIRST: That Metro Helicopters, 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 Miami, County of Dade, State of Florida, has named LORENZO PALOMARES, located at 4913 SW 75 Avenue, Miami, County of Dade, 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.

  
RESIDENT AGENT  
LORENZO PALOMARES