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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09/18/95

RICHARD OSBORNE
13170 NW 43 AVE "A"
MIAMI, FLA. 33054

FLA. STATE DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

REF : FILING OF ARTICLES OF
INCORPORATION. /

AIRCRAFT OPERATIONS SPECIALISTS, INC.

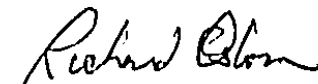
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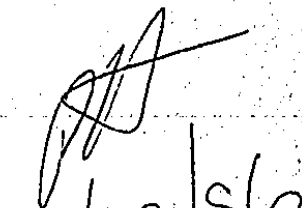
SIRS,

ENCLOSED PLEASE FIND 2 EA. COPIES OF ARTICLES OF
INCORPORATION FOR THE ABOVE NAMED CORPORATION, AND A FILING FEE
OF \$122.50 FOR A CERTIFIED COPY OF THE SAME.

WE WOULD APPRECIATE PROMPT ATTENTION TO THE FILING, AS A
BUSINESS TRANSACTION IS PENDING.

REGARDS,


RICHARD OSBORNE


5/23/96

FILED

96 SEP 20 AM 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

AIRCRAFT OPERATIONS SPECIALISTS, INC.

We the undersigned do hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities, and liabilities of corporations for profit.

ARTICLE I

The name of the corporation shall be :

AIRCRAFT OPERATIONS SPECIALISTS, INC.

ARTICLE II

The general nature of the business proposed to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to the same extent as natural persons might or could do, to-wit :

a] to engage in business of overhaul, repair, testing, modifying, purchasing, leasing, and selling of aircraft, aircraft parts, automobiles, and their related parts, as well as any other form of motor vehicle, and their related parts.

b] to manufacture, buy, sell, mortgage, hire, assemble, store, any motor vehicle, and to otherwise deal in such merchandise in any manner whatsoever.

c] to operate a maintenance repair station for aircraft, aircraft parts, automobile, automobile parts, as well as for any other form of mechanized vehicle, and it's related parts.

d] to operate airports, passenger, mail, and express lines, to engage in aerial survey and mapping service, to operate aerial taxi service, perform sight-seeing service, conduct flying and maintenance schools, and the support service for the same.

e] to provide professional services as certifications, and consultations relating to any mechanized vehicle, or it's related parts.

f] to manufacture, assemble, repair, test, lease, sell mortgage, acquire, the incidental equipment and machines utilized in the general support of mechanized vehicles.

g] to carry for hire passengers or freight, on demand, or as regular common carrier.

h] to maintain a supply depot for parts and supplies related to the support of any function of a mechanized vehicle.

i] to purchase, hold, sell, exchange, transfer, or otherwise deal in shares of it's own capital stock, bonds, or other obligations from time to time to such extent, and in such a manner, and upon such terms as it's Board of Directors shall determine; provided that this corporation shall not use any of it's funds or property for the purchase of it's shares of capital stock when such would cause and impair the capital of the corporation, and providing further that the shares of it's own stock belonging to the corporation shall not be voted on directly or indirectly.

j] to do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects here-in enumerated, or which shall at any time appear conducive to, or expedient for the protection or benefit of the corporation; in general to carry on any lawful business whatsoever in connection with the foregoing, or which is calculated to promote the interest of the corporation, or to enhance the value of it's properties.

ARTICLE III

The maximum number of shares of stocks which this corporation is authorized to have outstanding at any time

shall be One Thousand, (1000) shares, each of the par value of one dollar, (\$1.00), of one class of common stock, and all to be issued fully paid and exempt from assessment.

The capital stock of the corporation may be paid for in property, labor, or services, or by the Board of Directors, at a meeting called for such purpose, or at the organizational meeting. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property. Labor or services are to be accepted by the Board of Directors. Stock in other corporations, or going businesses may be purchased by the corporation in consideration for the issuance of capital stock, and said purchase shall be on the basis and terms for such consideration as the Board of Directors shall determine.

ARTICLE IV

The existence of the corporation shall be perpetual.

ARTICLE V

The principal place of business of the corporation shall be 13170 NW 43 AVE. "B" MIAMI, Florida 33054. The corporation shall have full power and authority nonetheless, to transact business, and establish agencies at other places, both within and without the State of Florida, and foreign countries, as the Board of Directors may authorize.

ARTICLE VI

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1), nor greater than five (5) members. A quorum for the holding of a meeting of the Board of Directors and for the transaction of any business which may be properly done by the Board of Directors, on behalf of the corporation, shall consist of a majority of the members thereof.

The Board of Directors, by unanimous consent evidenced in writing, included in the Minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held, and as though the said act had been done and authorized at a meeting, at which a quorum had been present.

ARTICLE VII

The name and address of the initial Board of Directors of the corporation is as follows :

RICHARD OSBORNE

13170 NW 43 AVE. "B"
MIAMI FLORIDA 33054

ARTICLE VIII

The name and address of the incorporator is as follows :

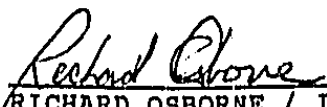
RICHARD OSBORNE

13170 NW 43 AVE. "B"
MIAMI, FLORIDA 33054

ARTICLE IX

The management of the corporation shall be conducted under the direction of the Board of Directors, by the following officers, who shall be elected by the Board of Directors : President / Secretary / Treasurer, and the corporation provides that one or more of the listed offices may be held by the same person. The annual meeting of the corporation shall be held on such a date as is provided in the By-Laws of the corporation, which said By-Laws may be amended as needed at any time.

I, the undersigned, being each and all the subscribers to the capital stock in the corporation apply for the purpose of forming a corporation for profit, to do business both within and without the State of Florida, and heroby make, subscribe, acknowledge, and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly I have set my hand to seal this document on the 18th of SEPTEMBER, 1996.



RICHARD OSBORNE / INCORPORATOR

FILED

96 SEP 20 AM 10:00

SEAL OF THE STATE
TALLAHASSEE, FLORIDA

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

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

That AIRCRAFT OPERATIONS SPECIALISTS, Inc. is desiring to organize under the laws of the State of Florida, with it's principal office, as indicated in the Articles of Incorporation, at 13170 NW 43 AVE "B" MIAMI, Florida 33054, County of DADE, State of Florida, and names RICHARD OSBORNE as it's agent to accept service of process within the State.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with said provisions of said act relative to receiving service of process.



RICHARD OSBORNE / AS /
RESIDENT AGENT