



THE UNITED STATES CORPORATION COMPANY

P96000103849

ACCOUNT NO. : 072100000032

REFERENCE : 202922 7119699

AUTHORIZATION :

Patricia Pzyuch

COST LIMIT : \$ 70.00

ORDER DATE : December 27, 1996

ORDER TIME : 10:21 AM

ORDER NO. : 202922-005

CUSTOMER NO: 7119699

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CUSTOMER: Ms. Elizabeth A. Breeding
PURCELL FLANAGAN & HAY, P.A.

1 Enterprise Center
225 Water Street, Suite 1235
Jacksonville, FL 32202-4427

DOMESTIC FILING

NAME: KAMAN ACQUISITION CORPORATION

EFFECTIVE DATE:

EFFECTIVE DATE
Dec. 26, 1996

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

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96 DEC 27 PM 2:50
STATE OF FLORIDA

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12/27/96

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
KAMAN ACQUISITION CORPORATION

FILED
95 DEC 27 PM 2:50
STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I
Name

EFFECTIVE DATE

Dec 26, 1996

Section 1.1. Name. The name of this corporation shall be KAMAN ACQUISITION CORPORATION.

Article II
Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 14700 Yonge Drive, Jacksonville, Florida 32218.

Article III
Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Article IV
Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

Article V
Incorporator

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Malcolm L. Rich
14700 Yonge Drive
Jacksonville, Florida 32218

Article VI
Duration

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed.

Article VII
Purposes

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

Section 8.1. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

C. William Kaman, II
221 Newgate Road
East Granby, Connecticut 06026

Malcolm L. Rich
14700 Yonge Drive
Jacksonville, Florida 32218

Lorraine M. Kaman
221 Newgate Road
East Granby, Connecticut 06026

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article IX Bylaws

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X
Amendment

Section 10.1. Amendment. The shareholders reserve the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 21st day of December, 1996.



MALCOLM L. RICH

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

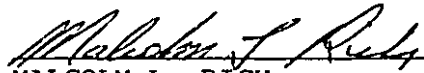
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TALLAHASSEE
FLORIDA

In compliance with Sections 48.091, 607.0501 and 607.0505,
Florida Statutes, the following is submitted:

KAMAN ACQUISITION CORPORATION, desiring to organize or qualify
under the laws of the State of Florida hereby designates
Corporation Service Company as its registered agent to accept
service of process within the State of Florida and the address of
its registered office shall be 1201 Hays Street, Tallahassee,
Florida 32301.

DATED this 26th day of December, 1996.


MALCOLM L. RICH

Having been named as registered agent 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.

DATED this ___ day of _____, 1996.

CORPORATION SERVICE COMPANY

BY: 

Its _____

P96000103849

LAW OFFICES

PURCELL, FLANAGAN & HAY, P.A.

SUITE 1235
ONE ENTERPRISE CENTER
225 WATER STREET
JACKSONVILLE, FL 32202-4427

TIMOTHAS K. PURCELL
TIMOTHY L. FLANAGAN
JONATHAN L. HAY
HARRIS L. BONNETTE, JR.
CLARENCE F. FRAZIER

February 21, 1997

TELEPHONE
(904) 355-0355
TELECOPIER
(904) 354-1747

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

RE: Kaman Acquisition Corporation
Document Number: P96000103849

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Amendment to the Articles of Incorporation of Kaman Acquisition Corporation.

Please file the original of the Articles, and acknowledge such filing by returning the copy to me stamped "filed." Enclosed is a check in the amount of \$35.00 for payment of the applicable filing fee.

If you have any questions or require any additional information, please call.

Very truly yours,

Jonathan L. Hay
Jonathan L. Hay /eb

JLH/eb
enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1997
NC
FEB 21 1997

**ARTICLES OF AMENDMENT
OF
KAMAN ACQUISITION CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 21 PH 4: 27

The undersigned officers of the Corporation submit these Articles of Amendment to the Department of State pursuant to Florida Statutes, §607.1006 for the purpose of amending the Articles of Incorporation of the Corporation and hereby set forth the following:

1. The name of the Corporation is KAMAN ACQUISITION CORPORATION, a Florida corporation.

2. The following provision of the Articles of Incorporation of the Corporation is amended in the following particulars:

Article I is hereby amended to read as follows:

Article I

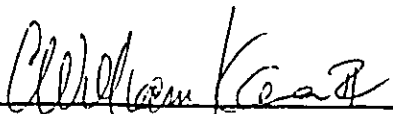
Name

Section 1.1. Name. The name of this corporation shall be AirKaman of Jacksonville, Inc.

3. This amendment was unanimously approved and authorized by the shareholders and the Board of Directors of the Corporation pursuant to an action by written consent in accordance with Florida Statutes, §§607.0704 and 607.0821 on the 31st day of January, 1997.

4. The number of votes cast for this Amendment by the shareholders and directors was sufficient for approval.

IN WITNESS WHEREOF, the undersigned Chief Executive Officer and Secretary of
the Corporation have executed these Articles of Amendment this 20th day of February
 , 1997.



C. William Kaman, II
Chief Executive Officer



Loraine M. Kaman - Secretary

P96000103849

ARTICLES OF MERGER
Merger Sheet

MERGING:

AIRKAMAN OF JACKSONVILLE, INC., Connecticut corporation, 821998

INTO

KAMAN ACQUISITION CORPORATION, a Florida corporation, P96000103849

File date: February 20, 1997

Corporate Specialist: Linda Stitt

P96 000 103849

FROM MAHONEY ADAMS & CRISER, P.A. (THE 02 10 14:46 T. 1 NO. 5 4725994 1

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February 20, 1997

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PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000

FROM: MAHONEY ADAMS & CRISER, P.A. ACCT#: 076226003514
CONTACT: CORINNE P MCCLURE
PHONE: (904)354-1100 FAX #: (904)798-2661

NAME: KAMAN ACQUISITION CORPORATION
AUDIT NUMBER.....H97000003003
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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

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The undersigned corporations, pursuant to Sections 607.1104 and 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger.

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Names of Corporation</u>	<u>State of incorporation</u>
AIRKAMAN OF JACKSONVILLE, INC.	Connecticut
KAMAN ACQUISITION CORPORATION	Florida

SECOND: The laws of the State of Connecticut under which AIRKAMAN OF JACKSONVILLE, INC., is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: KAMAN ACQUISITION CORPORATION complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S., and as the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The plan of merger is as follows:

1. Name of each corporation planning to merge is:

AIRKAMAN OF JACKSONVILLE, INC., (a Connecticut corporation), the wholly-owned subsidiary corporation; and
KAMAN ACQUISITION CORPORATION (a Florida corporation), the parent corporation.
2. Name of surviving corporation is:

KAMAN ACQUISITION CORPORATION, a Florida corporation
3. The terms and conditions of the merger are that KAMAN ACQUISITION CORPORATION shall acquire all the stock of AIRKAMAN OF JACKSONVILLE, INC., in a transaction treated as an asset acquisition under Section 338 of the Internal Revenue Code. Immediately thereafter (or simultaneous with the acquisition), the corporations will be merged with KAMAN ACQUISITION CORPORATION being the surviving corporation.
4. The manner and basis of converting the shares of each corporation is that the Connecticut corporation (former subsidiary) will cease to exist as a result of

Document Prepared By: Jonathan L. Hay, Esq. (Fl. Bar No. 456586)
1235 First Union Bank Tower, Jacksonville, FL 32202
(904) 355-1235

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the merger and its shares will be canceled by the Florida surviving corporation (former parent).

FIFTH: The effective date of the certificate of merger shall be the 20th day of February, 1997.

SIXTH: Shareholder approval was not required since this is a merger of a wholly-owned subsidiary into the parent corporation.

SEVENTH: The plan of merger was adopted by the Boards of Directors of AIRKAMAN OF JACKSONVILLE, INC., and of KAMAN ACQUISITION CORPORATION on the 31st day of January, 1997.

Signed this 20th day of February, 1997.

KAMAN ACQUISITION CORPORATION

By: William Kaman II
C. WILLIAM KAMAN, II
Its Chief Executive Officer

AIRKAMAN OF JACKSONVILLE, INC.

By: William Kaman II
C. WILLIAM KAMAN, II
Its President