

PA7000042037

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

200002175472--4  
-05/12/97--01116--007  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FLIGHTSTAR AIRCRAFT SERVICES INC  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

97 MAY 12 PM 2:45  
FILED  
TALLAHASSEE, FLORIDA  
CLERK OF SUPERIOR COURT

*AK 12*

We, the undersigned, all of whom are of legal age do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of the Corporation shall be:

FLIGHTSTAR AIRCRAFT SERVICES INC.

97 MAY 12 PM 3 1/4  
FILED

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things hereinmentioned, as fully and to the same extent as natural persons might or could do, viz:

(A) To provide aircraft maintenance, fabricate and repair parts for aircraft.

(B) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, sell, assign, transfer, invest in, trade in, deal in, borrow, lend money upon goods, wares, merchandise and real and personal property of every kind and description.

(C) To act as agent broker or attorney in fact for any persons, firms or corporations in buying, selling and dealing in real or personal property of whatsoever nature or

kind and any and every estate and interest therein, and choses in action and secured thereby, judgments resulting therefrom, and other personal property, in supervising, managing and protecting such property and loans and all interest in the claim affecting the insurance against fire and all other risk thereon and in managing and conducting any legal actions proceedings, to register mortgage and deeds of trust of real property or chattels real and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; and to transact all or any other business which may be necessary to incidental or proper to the exercise of any or all of the purposes of the Corporation.

(D) To subscribe for purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stocks, bonds, and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations and to secure the same by pleadings or mortgaging the whole or any part of the property of the Company, and to sell such bonds and other obligations

for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company.

(E) To acquire, hold, undertake and fully exploit any good will, property, rights, franchise, and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the company or otherwise.

(F) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchise, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds; whether secured by mortgage, pledge, deed or trust or otherwise.

(G) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights, and trademarks, and any license or other rights or interest therein and thereunder.

(H) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property

Without restrictions in this State and in any of the several States, territories, possessions, and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

(I) To purchase or otherwise acquire, become interested in, deal in with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgage notes, evidences of indebtedness lease, options, certificates of interest, participation certificates, voting trust certificates evidencing shares of interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interest in trust, mortgages, contracts, and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations, and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

(J) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as

principal or agent, with powers to contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishments of any purposes of this Corporation.

(K) To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in this Certificate of Incorporation or any amendment thereto necessary and incidental to the attainment of the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

### ARTICLE III

#### CAPITAL STOCK

The capital stock of the Corporation shall be five hundred shares of no par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporations.

### ARTICLE IV

#### CAPITAL TO BEGIN BUSINESS

The amount of Capital with which this Corporation shall commence business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of said Corporation shall be at: 3750 N.W. 28th Street, Miami, Florida 33142, with privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

DIRECTORS

The name and Post Office Addresses of the First Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen, shall be:

RAMON RIVERA      President, 16702 NW 12 ST. PEMBROKE PINES,  
FL. 33028;

PEDRO VINAS      VICE PRESIDENT, 15623 SW 43 LANE MIAMI, FL.  
33185;

VICTOR LIRIANO      SECRETARY, 10310 SW 52 TERR. MIAMI, FL.  
33165;

CARLOS GALLARDO      TREASURER, 3511 NW 16 ST. MIAMI, FL.  
33125.

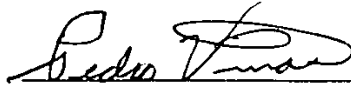
ARTICLE VIII

REGISTERED AGENT

PEDRO VINAS, shall be the registered agent and the registered office shall be: 3750 NW 28 Street , MIAMI FL.

33142 The registered agent states:

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



PEDRO VINAS

ARTICLE IX

SUBSCRIBERS

The names and Post Office addresses of the Subscribers and the number of shares of stock which each agrees to take are:

RAMON RIVERA, 25 Shares, 16702 NW 12 ST. PEMBROKE PINES, FL. 33028;

PEDRO VINAS, 25 SHARES, 15623 SW 43 LANE MIAMI, FL. 33185;

VICTOR LIRIANO, 25 SHARES, 10310 SW 52 TERR. MIAMI, FL. 33165;

CARLOS GALLARDO, 25 SHARES, 3511 NW 16 ST. MIAMI, FL. 33125.



ARTICLE X

This Corporation reserves the right to amend, alter, change or appeal any provisions contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by statute.

The Directors of this corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of Stockholders shall not be subject to the payment of the Corporate debts in any extent whatsoever.

The Corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of this Corporation.

ARTICLE XI

The Stockholders of this Corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation and when any agreement is made between Stockholders owning at least fifty-one percent of Stock then outstanding in the Corporation such agreement shall be binding upon the corporation and shall be recognized by the directors and shall be observed by the officers and agents of the company; and particularly the Stockholders are authorized to include in such agreements entered into between themselves provisions which will confer upon individual groups the power to elect certain numbers of Directors and in

particular, Stockholders may include in the agreements between themselves the following as valid matters of agreement, to-wit:

(1) The manner and method in which and the person by whom Directors may be elected.

(2) Any limitations upon the transferability of assignment of the stock.

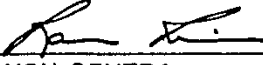
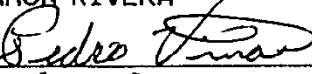
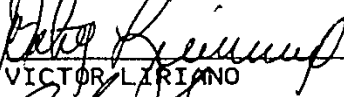
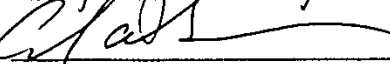
(3) The conferring of the preemptive rights of purchase upon Stockholders on conditions precedent to the sale of any other stock.

(4) Any matter relating in effectuate the purposes included in any of the foregoing matters.

Agreements between Stockholders shall continue binding upon corporation until there is filed with each officer of the Corporation a written instrument signed by the person who originally created such Stockholders agreement (or their successors in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the Stockholders agreement) consenting to the revocation and cancellation of the agreement among the Stockholders.

IN WITNESS WHEREOF, We, the undersigned, being each of the original Subscribers to the capital stock hereinabove named, for the purpose of forming a Corporation to do business both with and without the State of Florida, under the laws of Florida, do make and file this Certificate,

hereby declaring and certifying that the facts herein stated  
are true, and do respectively agree to take the number of  
shares hereinabove set forth, and hereunto set my  
hand and seal this \_\_\_\_\_ day of May, 1997.

 (SEAL)  
RAMON RIVERA  
 (SEAL)  
PEDRO VINAS  
 (SEAL)  
VICTOR LIRIANO  
 (SEAL)  
CARLOS GALLARDO

STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME, the undersigned Authority, an Officer  
duly authorized to administer Oaths and take Acknowledgments,  
personally appeared RAMON RIVERA, PEDRO VINAS, VICTOR  
LIRIANO, AND CARLOS GALLARDO, to me well known to be the  
person who executed the foregoing Certificate of  
Incorporation and they acknowledged before me that he  
executed the same freely and voluntarily for the purposes  
therein expressed.

Witness my hand and Seal this 8<sup>th</sup> day of  
May, 1997.

Ramon Rivera (SEAL)

RAMON RIVERA  
Pedro Vinas (SEAL)

PEDRO VINAS  
Victor Biriano (SEAL)

VICTOR BIRIANO  
Carlos Gallardo (SEAL)

CARLOS GALLARDO

SWORN TO and SUBSCRIBED before me  
this 8 day of May, 1997.

Stanley E. Goodman

STANLEY E. GOODMAN, NOTARY PUBLIC



STANLEY E. GOODMAN  
Comm. No. CC 617305  
My Comm. Exp. Jan. 29, 2001  
Bonded thru Pichard Ins. Agcy.

FILED  
97 MAY 12 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA