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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: ABL COMERCIAL AIR, INC.  
AUDIT NUMBER.....H97000008497  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ABL COMMERCIAL AIR, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the General Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is ABL COMMERCIAL AIR, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose for which this corporation is organized is for any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one hundred (100) all of which shall be common shares with no par value.

ARTICLE FIVE

PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any

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Florida Bar No: 053279

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securities of the corporation convertible into or carrying a right to subscribe to acquire shares or any such unissued or treasury shares.

ARTICLE SIX

REGISTERED OFFICE

The street office of the initial registered office of the corporation is 11605-A Winchester Drive, Palm Beach Gardens, Florida, 33410, and the name of the initial registered agent is Mary T. Lord.

ARTICLE SEVEN

DIRECTORS

The Board of Directors of the corporation shall consist of not less than one (1) or more than five (5) members.

The names and addresses of the first Board of Directors are:

Name	Address
Mary T. Lord	11605- A Winchester Drive Palm Beach Gardens, Florida 33410
Andrew B. Lord	11605-A Winchester Drive Palm Beach Gardens, Florida 33410

ARTICLE EIGHT

INCORPORATORS

The names and addresses of the incorporators are:

Name	Address
Mary T. Lord	11605-A Winchester Drive Palm Beach Gardens, Florida 33410
Andrew B. Lord	11605-A Winchester Drive Palm Beach Gardens, Florida 33410

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ARTICLE NINE

BY - LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested with the shareholders.

ARTICLE TEN

SHAREHOLDER QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

ARTICLE ELEVEN

COMMENCEMENT OF EXISTENCE


The corporation shall be deemed to commence its existence upon the filing of these Articles of Incorporation with the Secretary of State.


ARTICLE TWELVE

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, we have subscribed our names this 15th day of May, 1997.

  
\_\_\_\_\_  
Mary T. Lord

  
\_\_\_\_\_  
Andrew B. Lord

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

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. That ABL COMMERCIAL AIR, INC., desires to organize under the laws of the State of Florida, with its principal office at: 11605-A WINCHESTER DRIVE, PALM BEACH GARDENS, FLORIDA 33410, has named MARY T. LORD, as its agent to accept service of process within this State.

**A C K N O W L E D G E M E N T**

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 the provisions of said Act relative to keeping said office open.

*Mary T. Lord*  
\_\_\_\_\_  
MARY T. LORD  
REGISTERED AGENT

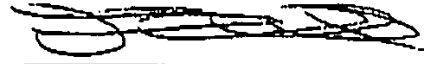
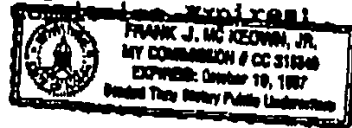
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STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

On this 15th day of May, 1997, before me, the undersigned officers, personally appeared MARY T. LORD and ANDREW B. LORD, who are personally known to me to be the persons whose names are subscribed to the within instrument, and who did take an oath, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
Notary Public, State of Florida  
My Commission Expires  


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