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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: SKY AVIATION PARTS AND SUPPLIES CORPORATION

AUDIT NUMBER.....H98000003145

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SKY AVIATION PARTS AND SUPPLIES CORPORATION

We the undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit and subject to the following provisions.

ARTICLE I

The name of the corporation shall be:

SKY AVIATION PARTS AND SUPPLIES CORPORATION

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized with the purpose to engage in the transaction of import and export, general merchandise and aviation parts and supplies, retailer, wholesaler etc. and all other lawfull activities of business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV

The agregate maximum number of shares which this corporation shall have authority to issue and have outstanding at anyone time is: Five Hundred Shares at One Dollar Value.

ARTICLE V

This corporation shall begin business with no less than -- Five Hundred Dollars (\$500.00).

ARTICLE VI

The post office address of the principal office of this corporation shall be: 7209 N.W. 79th Terrace, Miami, Fla. 33156

Prepared By
JOSE C. TIMENEZ, Accountant
454 NW 22nd Ave 289
MIAMI FLA 33125
TEL 305-541-4714

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ARTICLE VII

The name and address of the initial Registered Office of --
this corporation in the State of Florida is:

HUMBERTO BERRIO
7209 N.W. 79th Terrace
Miami, Florida 33166

ARTICLE VIII

The business of the corporation shall be managed by a Board
of Directors. The number of Directors, no less than one, no
more than five and shall be fixed by resolution of the ----
stockholders at regular or special meetings, subject to the
manner of holding such meetings prescribed by the by-laws.

ARTICLE IX

The name and post office address of the members of the Board
of Directors who shall serve as members thereof, are as ----
follows:

NAME	OFFICE	ADDRESS
Humberto Berrio	President and Secretary	7209 N.W. 79th Terrace Miami, Florida 33166
Jose A. Guerrero	Treasurer	Santa Fe de Bogota Colombia

ARTICLE X

Distribution to incorporators is as follows:

Humberto Berrio	300 Shares	\$ 300.00 Value
Jose A. Guerrero	200 Shares	\$ 200.00 Value

ARTICLE XI

Each stockholder before offering to sell or otherwise dispose
of the stock of this corporation, owned by him first offer --
such stock to the remaining stockholders of this corporation
and obtaining their refusal to purchase same, proceed to sell
at the fair market value thereof.

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ARTICLE XII

Amendments to the Articles of Incorporation, merger, consolidations or dissolution shall be approved and submitted to the stockholders for approval 100% of all votes will be necessary and thirty days notice shall be provided.

ARTICLE XIII

This corporation shall have full power to carry on and trans-
act each or all business enumerated in Article III of this --
Articles of Incorporation. Shall have all the general and ---
additional powers now conferred upon it by the laws and the
by-laws.

IN WITNESS THEREOF, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this -- 28th Day of October 1997.



OFFICIAL NOTARY SEAL
JOSE C JIMENEZ
Notary Public
State of Georgia

~~Humberto Berrío Interrogator~~

Republic of Colombia
Capital District
City of Santa Fe de Bogota
Embassy of the
United States of America

Jose A. Guerrero-Incorporate
(Signature to be notarized in
Colombia)

Before me the undersigned authority duly authorized to administer oath and take acknowledgement, personally appeared ~~XXXXXXXXXXXX~~ Jose Arturo GUERRERO

who after first being duly sworn, executed the foregoing ----
ARTICLES OF INCORPORATION, freely and voluntarily for the ---
purpose therein expressed.

IN WITNESS THEREOF I have hereunto set my hand and official -
seal at Miami, said County and State, this ~~20th~~ 3rd Day of ~~October~~ November
~~1997~~.

NOTARY PUBLIC, ~~Ministry of State~~
 PAMICIA GASKIN-SALVADOR
 VICE CONSUL OF THE
 UNITED STATES OF AMERICA

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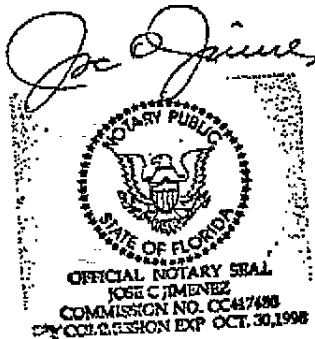
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT=REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida -- Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following ---- statement in designating the registered office/registered agent in the State of Florida.

The name of the Corporation is SKY AVIATION PARTS AND SUPPLIES CORPORATION.

The name and address of the Registered Agent and office is Humberto Berrio 7209 N.W. 79th Terrace, Miami, Fla. 33166.

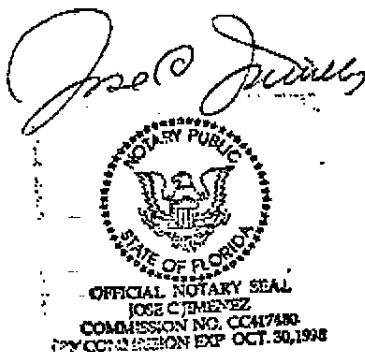


Humberto F. Berrio
Corporate Officer

Title: Secretary

Dated: October 28, 1997.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further -- agree, to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and --- accept the duties and obligations of section 607.325,, Florida Statutes.



Humberto F. Berrio
Humberto Berrio, Registered Agent
accepting office.

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TALLAHASSEE, FLORIDA

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