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LAW OFFICES

RONALD E. DOBELSTEIN, P.A.

OF COUNSEL: IRA POZEN

SUITE 1510, TWO DATRAN CENTER
9130 SOUTH DADELAND BOULEVARD
MIAMI, FLORIDA 33156

TELEPHONE 305/670-1800
FACSIMILE 305 670 4827
E-MAIL DOBEL@AOL.COM

January 6, 1999

State of Florida
Division of Corporations
Attn: Articles Filing
PO Box 6327
Tallahassee FL 32314

800002733488--9
-01/07/99--01065--011
*****70.00 *****70.00

Re: Articles of Incorporation of
GATEWAY AEROSPACE, INC.

Dear Madam or Sir:

Enclosed please find the original plus one copy of the
Articles of Incorporation for

GATEWAY AEROSPACE, INC.

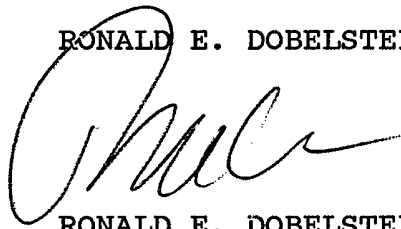
along with my check for filing fee in the amount of \$70.

Please file the Articles and return a conformed copy to this
office in the enclosed self-addressed, stamped envelope.

Thank you for your assistance.

Very truly yours,

RONALD E. DOBELSTEIN,



RONALD E. DOBELSTEIN, Esquire

99 JAN 22 AM 8:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Enclosure

cc: Mr. N. Hinton
Mr. J. Hinton
Mr. R. Cora

RED:csp

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JAN 26 1999
JAN 8 1999




FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 8, 1999

RONALD E. DOBELSTEIN, P.A.
SUITE 1510 - TWO DATRAN CENTER
9130 SOUTH DADELAND BOULEVARD
MIAMI, FL 33156

SUBJECT: GATEWAY AEROSPACE, INC.
Ref. Number: W99000000563

We have received your document for GATEWAY AEROSPACE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 199A00000985

*1/12/99
back to you -
thanks! - (Carst)
(Sec.)*

ARTICLES OF INCORPORATION
OF
GATEWAY AEROSPACE, INC.

FILED
99 JAN 22 AM 8:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, NORMAN HINTON, RICK CORA, and JEFF HINTON, the undersigned, hereby execute these Articles of Incorporation 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 is:

GATEWAY AEROSPACE, INC.

ARTICLE II

The general nature of the business to be conducted shall be:

The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock of a ONE DOLLAR (\$1.00) par value. All of said stock and the

value thereof are issued in accordance with Section 1361 and 1244 of the Internal Revenue Code and the regulations issued thereunder, and said offering of this stock under said provisions of the Internal Revenue Code is to continue for so long as permissible pursuant to the Internal Revenue Code.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial street address of the principal office of this corporation shall be 1202 N.W. 72ND Avenue, Miami, Florida 33126. The Board of Directors may, from time to time, designate such other post office address and place of the principal office of this corporation as it may see fit.

ARTICLE VI

The number of Directors of this corporation shall be as provided by the By-laws, but shall not be less than One (1) in number, nor more than Three (3), and shall be one in number until otherwise fixed or changed by the By-laws.

ARTICLE VII

The names and addresses of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence

or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
NORMAN HINTON	871 San Pedro Ave. Coral Gables FL 33156	President and Treasurer
RICK CORA	8977 S.W. 123 Court Unit #108 Miami FL 33126	Vice President
JEFF HINTON	14700 S.W. 63 Court Miami FL 33158	Vice President and Secretary

ARTICLE VIII

These Articles of Incorporation shall be effective upon filing with the Secretary of State.

ARTICLE IX

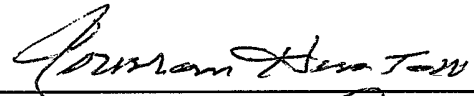
The address of the registered office of the corporation shall be 1202 N.W. 72nd Avenue, Miami, Florida 33126, and the name of the Registered Agent shall be Ronald E. Dobelstein, P.A., 9130 S. Dadeland Blvd, Suite 1510, Miami, Florida 33156, who maintains an office at the above mentioned address.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by (at least) a majority of the stockholders entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention

that a certain amendment to these Articles of Incorporation be made.

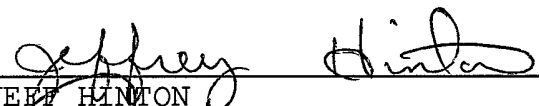
IN WITNESS THEREOF, WE, the undersigned, being the original subscriber to the capital stock hereinbefore named, have hereunto set our hands and seals at Miami, Miami-Dade County, Florida, this 22 day of January, 1999, for the purpose of forming this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Law of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.



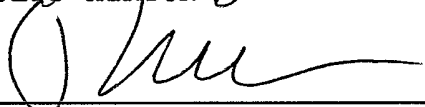
NORMAN HINTON (Seal)



RICK CORA (Seal)



JEFF HINTON



REGISTERED AGENT
RONALD E. DOBELSTEIN, P.A. (Seal)

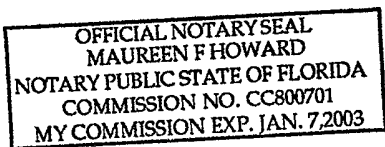
FILED
99 JAN 22 AM 8:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
 SS
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared NORMAN HINTON, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 19 day of January, 1999.

My commission expires:



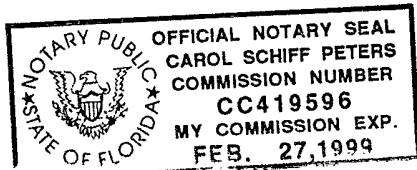
Maureen F Howard
Notary Signature

STATE OF FLORIDA)
 SS
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared RICK CORA, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 13 day of January, 1999.

My commission expires:



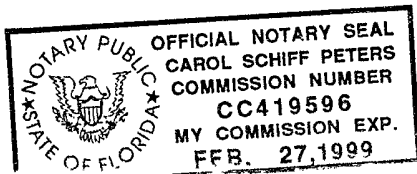
Carol Schiff Peters
Notary Signature

STATE OF FLORIDA)
SS
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared JEFF HINTON, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 13 day of January, 1999.

My commission expires:



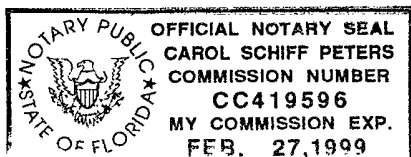
Carol Schiff Peters
Notary Signature

STATE OF FLORIDA)
SS
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared RONALD E. DOBELSTEIN, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 20 day of January, 1999.

My commission expires:



Carol Schiff Peters
Notary Signature

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