

P96000078341

1201 HAYN STREET  
TAMPA, FL 33601  
(813) 222-1111  
(813) 222-1111 FAX

800-345-1111



PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 092909 89162A

AUTHORIZATION : Patricia Pyjota

COST LIMIT : \$ 70.00

ORDER DATE : September 20, 1996

ORDER TIME : 9:15 AM

200001952412

ORDER NO. : 092909

CUSTOMER NO: 89162A

CUSTOMER: Sherry Mullins, Esq  
ANANIA BANDKLAYDER &  
BLACKWELL, P.A.  
Suite 3300, International Place  
100 S.e. Second Street  
Miami, FL 33131

DOMESTIC FILING

NAME: PALM BEACH AEROSPACE GROUP,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
DELETE CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

9/20/96

RECEIVED  
96 SEP 20 AM 9:52  
DIVISION OF CORPORATION  
FILED  
96 SEP 20 PM 2:11  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 SEP 20 PM 2:11

**ARTICLES OF INCORPORATION**

**OF**

**PALM BEACH AEROSPACE GROUP, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I - NAME**

The name and address of the principal office of this corporation shall be:

**PALM BEACH AEROSPACE GROUP, INC.  
3800A Southern Boulevard  
West Palm Beach, Florida 33406**

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

**ARTICLE IV - TERM OF EXISTENCE**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE V - REGISTERED AGENT**

The initial registered agent of this corporation shall be FRANCIS A. ANANIA, ESQUIRE and the street address of the initial registered office shall be One International Place, 100 S.E. 2nd Street, Suite 3300, Miami, Florida 33131.

**ARTICLE VI - DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Boards of Directors,

subject to any limitation set forth in these Articles of Incorporation. This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders. The names and addresses of the initial members of the Board of Directors are:

**William Bond Elliott**  
**Director**

**3800A Southern Boulevard  
West Palm Beach, FL 33406**

## ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

**William Bond Elliott**  
**President**

**3800A Southern Boulevard  
West Palm Beach, FL 33406**

**Sheldon Gershman**  
**Exec. Vice President**

**3800A Southern Boulevard  
West Palm Beach, FL 33406**

**Byron Knowles**  
**Exec. Vice President**

**3800A Southern Boulevard  
West Palm Beach, FL 33406**

## ARTICLE VIII - INCORPORATOR

**The name and address of the incorporator to these Articles of Incorporation:**

**Francis A. Anania**  
**One International Place**  
**100 S.E. 2nd Street, Suite 3300**  
**Miami, Florida 33131**

IN WITNESS WHEREOF, I, the undersigned being the incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 19 day of Sept, 1996.

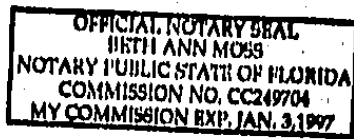
  
Francis A. Anania

STATE OF FLORIDA )  
 )SS  
COUNTY OF DADE )

**Francis A. Anania**

BEFORE ME, the undersigned authority, personally appeared Francis A. Anania, to be known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 19<sup>th</sup> day of September, 1996.



  
Notary Public, State of Florida

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Francis A. Anania, Esquire, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 48.091, Florida Statutes.

By: 

Francis A. Anania  
Registered Agent

DATED: This 11 day of Sept, 1996.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 SEP 20 PM 2:12

ANANIA  
BANDKLAYDER & BLACKWELL  
ATTORNEYS AT LAW

ONE INTERNATIONAL PLACE, SUITE 3300  
100 SOUTH EAST SECOND STREET  
MIAMI, FLORIDA 33131

FRANCIS A. ANANIA  
DANIEL K. BANDKLAYDER  
JAMES A. BAUMGARTEN  
JENNIFER A. BLACKWELL  
JOHN A. CANNON  
M. CANNON  
AMY S. MARCUS  
RICHARD P. BRYAN  
DAVID SAMPFORD  
ROBERTO A. TORRICELLA, JR.

DAVID A. SCHWARTZ  
OF COUNSEL

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

PHONE (305) 373-4900  
FAX (305) 373-0014

October 8, 1996

000001971510  
-10/11/96--01039--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Palm Beach Aerospace Group

Dear Sir/Madam:

Enclosed for filing with the Florida Department of State are Articles of Amendment to Articles of Incorporation of the above-referenced corporation. Our check in the amount of \$35.00 is included as payment for the requisite filing fee. Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

*Elaine M. Brizuela*  
Elaine M. Brizuela  
Legal Assistant

/emb  
Encl.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 NOV -8 PM 1:14

APPROVED  
AND  
FILED

01  
P96000078341



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

**October 16, 1996**

**BANDIKLAYDER & BLACKWELL**  
**% ELAINE BRIZUELA**  
**100 SOUTHEAST SECOND STREET, #3300**  
**MIAMI, FL 33131-2144**

**SUBJECT: PALM BEACH AEROSPACE GROUP, INC.**  
**Ref. Number: P96000078341**

**We have received your document for PALM BEACH AEROSPACE GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):**

**The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.**

**The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.**

**Please return 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 (904) 487-6916.**

**Carol Mustain**  
**Corporate Specialist**

**Letter Number: 396A00047489**

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**PALM BEACH AEROSPACE GROUP, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

**ARTICLE VI - DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Boards of Directors, subject to any limitation set forth in the Articles of Incorporation. This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders. The names and addresses of the members of the Board of Directors are:

William Bond Elliott  
Director

3800A Southern Boulevard  
West Palm Beach, FL 33406

Ray Adams  
Director

3800A Southern Boulevard  
West Palm Beach, FL 33406

**ARTICLE VII - OFFICERS**

The names and addresses of the officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Ray Adams  
President

3800A Southern Boulevard  
West Palm Beach, FL 33406

Sheldon Gershman  
Executive Vice President

3800A Southern Boulevard  
West Palm Beach, FL 33406

Byron Knowles  
Executive Vice President

3800A Southern Boulevard  
West Palm Beach, FL 33406

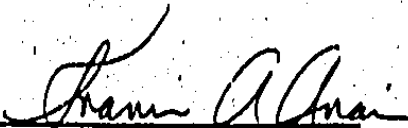
These Articles of Amendment to Articles of Incorporation were adopted this 21<sup>st</sup> day of October, 1996.

APPROVED  
AND  
FILED  
56108-9 PM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 21, day of October, 1996.

  
Francis A. Anania, Incorporator

P96000078341

**BANDKLAYDER & BLACKWELL**  
ATTORNEYS AT LAW

ONE INTERNATIONAL PLACE, SUITE 3300  
100 SOUTHEAST SECOND STREET  
MIAMI, FLORIDA 33131-2144

FRANCIS A. ANANIA  
DANIEL K. BANDKLAYDER  
MAURICE J. BAUMGARTEN  
DONALD A. BLACKWELL  
M. CATHERINE HITE  
AMY MARCUS HOLLUB  
SHEKRI L. MULLINS  
RICHARD P. O'BRIEN, III  
ROBERTO A. TORRICELLA, JR.

DAVID A. SCHWARTZ  
OF COUNSEL

TELEPHONE (305) 373-4000  
FACSIMILE (305) 373-6014  
E-Mail: anania@counsel.com

December 13, 1996

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Palm Beach Aerospace Group

400002029774--9  
-12/16/96--01030--00  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

Enclosed for filing with the Florida Department of State are Articles of Amendment to Articles of Incorporation of the above-referenced corporation. Our check in the amount of \$35.00 is included as payment for the requisite filing fee. Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

*Elaine M. Brizuela*

Elaine M. Brizuela  
Legal Assistant

/emb  
Encl.

FILED  
91 JAN -7 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

VS JAN 10 1997



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

January 2, 1997

**ELAINE M. BRIZUELA**  
**ONE INTERNATIONAL PLACE, STE. 3300**  
**100 SE SECOND STREET**  
**MIAMI, FL 33131-2144**

**SUBJECT: PALM BEACH AEROSPACE GROUP, INC.**  
**Ref. Number: P96000078341**

We have received your document for **PALM BEACH AEROSPACE GROUP, INC.** and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return 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 (904) 487-6909.

**Velma Shepard**  
Corporate Specialist

**Letter Number: 197A00000012**

**ANANIA  
BANDKLAYDER & BLACKWELL**

**ATTORNEYS AT LAW**

**ONE INTERNATIONAL PLACE, SUITE 3300**

**100 SOUTHEAST SECOND STREET**

**MIAMI, FLORIDA 33131-2144**

**FRANCIS A. ANANIA  
DANIEL K. BANDKLAYDER  
MAURICE J. BAUMGARTEN  
DONALD A. BLACKWELL  
M. CATHERINE HITE  
AMY MARCUS HOLLUB  
SHERRI L. MULLINS  
RICHARD F. O'BRIEN, III  
ROBERTO A. TORRICELLA, JR.**

**DAVID A. SCHWARTZ  
OF COUNSEL**

**Velma Shepard  
Corporate Specialist  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314**

**TELEPHONE (305) 373-4000  
FACSIMILE (305) 373-6914  
E-Mail: anania@counsel.com**

**January 6, 1997**

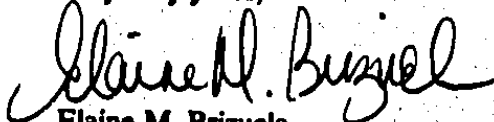
**RE: Palm Beach Aerospace Group  
RE: P96000078341**

**Dear Ms. Shepard:**

**Pursuant to your letter of January 2, 1997, enclosed is a revised Amendment to Articles of Incorporation for filing with your office. As requested, a copy of your letter is also provided herein.**

**Should you have any questions, please do not hesitate to contact our office.**

**Very truly yours,**



**Elaine M. Brizuela  
Legal Assistant**

**/emb  
Encl.**

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

**PALM BEACH AEROSPACE GROUP, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

**ARTICLE VII - OFFICERS**


The names and addresses of the officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Ray Adams President	3800A Southern Boulevard West Palm Beach, FL 33406
Sheldon Gershman Executive Vice President	3800A Southern Boulevard West Palm Beach, FL 33406
Byron Knowles Executive Vice President	3800A Southern Boulevard West Palm Beach, FL 33406
Ray Adams Assistant Secretary	3800A Southern Boulevard West Palm Beach, FL
Byron Knowles Assistant Secretary	3800A Southern Boulevard West Palm Beach, FL

These Articles of Amendment were adopted this 6 day of January, 1997.

The foregoing amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 6 day of January, 1997.

  
Francis A. Anania, Incorporator

ANANIA, BANDKLAYDER & BLACKWELL

ONE INTERNATIONAL PLACE, 100 S. E. SECOND STREET, SUITE 3300, MIAMI, FLORIDA 33131-2144 • TELEPHONE (305) 373-4900 • FACSIMILE (305) 373-6914

FILED  
97 JAN -7 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA