P01000093316

CSC

ACCOUNT NO. : 072100000032

REFERENCE : 260534 4312787

AUTHORIZATION : Patricia Pyfitt

COST LIMIT : $ 78.75

ORDER DATE : July 26, 2001

ORDER TIME : 11:36 AM

ORDER NO. : 260534-005

CUSTOMER NO: 4312787

CUSTOMER: H. James Catlin, Jr, Esq
Catlin Saxon Tuttle And Evans,
P.a.
Alfred I. Dupont Bldg., #1700
169 E. Flagler Street
Miami, FL 33131

DOMESTIC FILING

700004500277--4

NAME: AERO TECHNOLOGIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

FILED
2001 SEP 24 PM 3:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
01 JUL 26 PM 2:13
DIVISION OF CORPORATION

2545
W01-17254

9/24/01

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
2001 SEP 24 PM 3:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

September 12, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original submission date as file date.

SUBJECT: AERO TECHNOLOGIES, INC.
Ref. Number: W01000017254

We have received your document for AERO TECHNOLOGIES, INC. and the authorization to debit your account in the amount of $78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

RECEIVED
01 SEP 24 PM 12:13
DIVISIONS OF CORPORATIONS
TALLAHASSEE FLORIDA

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 001A00051237

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
2001 SEP 24 PM 3:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 26, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: AERO TECHNOLOGIES, INC.
Ref. Number: W01000017254

RESUBMIT

Please give original submission date as file date.

We have received your document for AERO TECHNOLOGIES, INC. and the authorization to debit your account in the amount of $78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 701A00043548

2001 SEP 12 AM 8:

ARTICLES OF INCORPORATION

OF

AERO TECHNOLOGIES, INC.

FILED

2001 SEP 24 PM 3:19

SECRETARY OF STATE
TALLAHASSEE FLORIDA

These articles are filed with the Secretary of State of the State of Florida for the purpose of forming 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 - NAME

The name of the corporation shall be:

AERO TECHNOLOGIES, INC.

ARTICLE II - MANAGEMENT BY DIRECTORS

All corporate power which is not reserved to the shareholders by law or otherwise shall be exercised exclusively by or under the authority of the Board of Directors, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall consist of not less than one, nor more than nine, members. A quorum for the holding of a meeting of the Board of Directors and for the transaction of any business which may be properly done by the Board of Directors on behalf of the corporation shall consist of a majority of the members thereof. The Board of Directors shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors, from time to time, deem advisable, and any one or more of said offices may be held by the same person. The annual meeting of the corporation shall be held on such date as is provided in the Bylaws of the corporation, which said Bylaws may be amended at any time in accordance with their provisions.

ARTICLE III - ACTION BY UNANIMOUS CONSENT

The shareholders or the Board of Directors, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

Until the shareholders elect directors and same have been duly qualified, the business of the corporation shall be managed by an initial Board of Directors consisting of:

Ben Quevedo, Jr.

ARTICLE V - INITIAL OFFICERS

Until the Board of Directors elect officers and same have been duly qualified, the business of the corporation shall be conducted by the following officers:

President	Ben Quevedo, Jr.
Secretary/Treasurer	Ben Quevedo, Jr.

ARTICLE VI - DURATION

The existence of this corporation shall be perpetual.

ARTICLE VII - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including but not limited to any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE VIII - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 600 shares, each of the par value of One Dollar ($1.00) all to be issued, fully paid, and exempt from assessment.

The capital stock of the corporation may be paid for in property, labor, or services at a just valuation to be fixed by the Board of Directors at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the Board of Directors of the corporation. Stock in other corporations or going businesses may be purchased by the corporation in consideration for the issuance of capital stock of the corporation, the said purchase shall be on such basis and terms and for such consideration as the Board of Directors shall determine.

ARTICLE IX - MINIMUM CAPITAL

The amount of capital with which this corporation may begin business shall be in the sum of not less than Five Hundred Dollars ($500.00).

ARTICLE X - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to

purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be located at 1700 duPont Building, 169 East Flagler Street, Miami, Florida 33131. This corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its directors may from time to time authorize.

ARTICLE XII - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other power as it may possess as a matter of law, all without limitation.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permitted by law, including but not limited to indemnification for counsel fees.

ARTICLE XIV - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and the street address of the initial registered office of this corporation are:

H. JAMES CATLIN, JR., Esq.
1700 Alfred I. duPont Building
169 East Flagler Street
Miami, Florida 33131

ARTICLE XV - AMENDMENT

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

ARTICLE XVI - INCORPORATORS

The name and address of the person signing these articles of incorporation is:

H. JAMES CATLIN, JR.
1700 duPont Building
169 East Flagler Street
Miami, Florida 33131

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of July, 2001.

_____(SEAL)
H. JAMES CATLIN, JR.

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, H. James Catlin, Jr., to me well known and known to me to be the individual described and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and did not take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 25th day of July 2001.

_____
Notary Public

My Commission expires:

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
KYLE R SAXON
COMMISSION NUMBER
CC788864
MY COMMISSION EXPIRES
NOV. 26,2002

FILED

2001 SEP 24 PM 3:19

SECRETARY OF STATE
TALLAHASSEE FLORIDA

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in Paragraph XIV of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.

H. JAMES CATLIN, JR.
Registered Agent