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# Richard L. Alford, P.A. Attorney at Law Hidden Oaks Professional Office Park

Richard L. Alford, Esquire 1700 McMullen Booth Road, C-4 Clearwater, Florida 33759

Telephone (727) 725-9390 Facsimile (727) 725-4090

April 3, 2014

Department of State **Division of Corporations** Corporate Filings P.O. Box 6327 Tallahassee, FL 32314

Aviation Engineering Consultants, Inc. Re:

Dear Sir or Madam:

Enclosed please find an original and one copy of the Amended and Restated Articles of Incorporation. Please file the enclosed amended articles and return a certified copy of them to our Clearwater address listed above. I have enclosed our firm check in the amount of \$78.75 for your filing fee in this matter. Please process at your earliest convenience.

If you have any questions, please do not hesitate to call. Thank you for your assistance in this matter.

Very truly yours,

Vicki Alford, office mgr.

Richard L. Alford, P.A.

# Amended and Restated Articles of Incorporation For AVIATION ENGINEERING CONSULTANTS, INC.

The undersigned Director and Secretary of Aviation Engineering Consultants, Inc., (the "Corporation") do hereby certify that:

The original Articles of the Corporation were filed on June 3, 1997, with the Florida Secretary of State; and,

On February 10, 2014, the Board of Directors of the Corporation voted to amend and restate the Articles of Incorporation pursuant to the powers granted them in Article XII of the current Articles of Incorporation and the Florida Business Corporation Act; and,

All amendments to these Amended and Restated Articles of Incorporation have been adopted on February 10, 2014, by a vote of no less than a majority of the votes of Shareholders and of members of the Board of Directors pursuant to Section 607.1003, Florida Statutes; and,

No amendment to the current Articles of Incorporation provides for an exchange, reclassification or cancellation of issued shares.

NOW, THEREFORE, it is resolved, that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

### ARTICLE I

The name of this corporation is Aviation Engineering Consultants, Inc..

### **ARTICLE II**

The principal business and mailing address of this corporation shall be located at 2754 Sunset Point Road, Clearwater, Florida 33759.

# **ARTICLE III**

The purpose for which this corporation is organized is to engage in any lawful activity or business permitted under the laws of the United States and the State of Florida.

### **ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock. No other class of shares is authorized. The corporation is prohibited from the reissue and transfer of acquired shares. The powers granted in Section 607.0621, Florida Statutes (2013), are reserved to the shareholders.

The corporation shall not issue a share dividend. The corporation shall not issue rights, options, or warrants for the purchase of shares of the corporation. Subject to the other provisions of this Article IV, the corporation elects to have preemptive rights. A vacancy on the Board of Directors shall be filled by the affirmative vote of shareholders holding a majority of the shares. A plan of merger or share exchange, whether or not the corporation shall be the surviving corporation, requires shareholder approval by a majority vote of shares entitled to vote. The power to amend the corporation's bylaws is reserved exclusively to the shareholders. The shareholders shall fix the compensation of directors of the corporation.

### ARTICLE V

Section 1. The officers of the corporations shall be a President, and such other officers as may be provided for in the bylaws.

Section 2. The qualifications of officers, the time and manner of electing or appointing them, the duties of and term of office, and manner of removing officers shall be as set forth in the bylaws.

# **ARTICLE VI**

The corporation's registered office shall be at the offices of Richard L. Alford, P.A. at 1700 N. McMullen Booth Road, Suite C-4, Clearwater, Florida 33759, and the corporation hereby designates Richard L. Alford as Registered Agent of the corporation to accept service of process within this state, to serve in such capacity until a successor is selected and duly designated.

### ARTICLE VII

This corporation shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida.

The undersigned, constituting the Secretary and the Director of this corporation, have executed these Amended and Restated Articles of Incorporation on this 2nd day of April, 2014.

(Seal)

County of Pinellas)
State of Florida)

BEFORE ME, a Notary Public duly authorized in the state and county aforesaid, personally appeared, to me well known to be the persons described as the Secretary and the Director of Aviation Engineering Consultants, Inc., or who each provided a Florida Driver's license for identification, and who executed the foregoing Amended and Restated Articles of Incorporation, and who acknowledged before me that he/she executed these Amended and Restated Articles of Incorporation.

Notary Public, State of Florida
My Commission Expires: 3/2/1/6
Dated this 2 day of 1900, 2014

(Notary



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