



THE UNITED STATES
CORPORATION
COMPANY

A98000000360

ACCOUNT NO. : 072100000032

REFERENCE : 696920 7136430

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 FEB -6 PM 3:24

ORDER DATE : February 6, 1998

ORDER TIME : 11:12 AM

ORDER NO. : 696920-005

CUSTOMER NO: 7136430

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-02/06/98--01087--006
***1592.50 ***1592.50

CUSTOMER: Mr. Bernard D. Stein
BERNARD DANE STEIN, P.A.

200 South Biscayne Boulevard,
20th Floor
Miami, FL 33131-2310

DOMESTIC FILING

NAME: STERLING AVIATION, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (3) CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

mm
2/6/98

RECEIVED
98 FEB -6 PM 12:27
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP OF
STERLING AVIATION, LTD.
A Florida Limited Partnership**

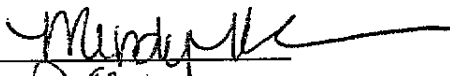
The undersigned General Partner, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

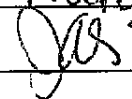
1. The name of the Partnership is Sterling Aviation, Ltd.
2. The address of the office of the Partnership is:
1200 Brickell Avenue, Suite 1500
Miami, Florida 33131
3. The name and address of the agent for service of process on the Partnership are:
Antonia Padron
1200 Brickell Avenue, Suite 1500
Miami, Florida 33131
4. The name and address of the general partner are:
Sterling Aviation, Inc.
1200 Brickell Avenue, Suite 1500
Miami, Florida 33131
5. The mailing address of the Partnership is as follows:
1200 Brickell Avenue, Suite 1500
Miami, Florida 33131
6. The latest date upon which the Partnership shall dissolve is December 31, 2058.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of Sterling Aviation, Ltd. this 4 day of February, 1998.

Witnesses:



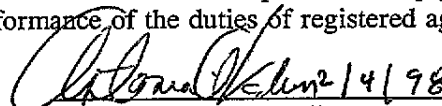


Sterling Aviation, Inc.
a Florida corporation

By:  (SEAL)
Stephen Britel, Secretary

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Sterling Aviation, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.


Antonia Padron, Date

LAW OFFICES OF BERNARD DANE STEIN, P.A.

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AFFIDAVIT OF CAPITAL CONTRIBUTION

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STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned, personally appeared Stephen Bittel, who, after being duly sworn, certified as follows:

1. He is the Secretary of Sterling Aviation, Inc., a Florida corporation (the "Corporation");
2. The Corporation is the sole general partner of Sterling Aviation, Ltd., a Florida Limited Partnership (the "Partnership");
3. The amount of capital contributions to the Partnership made by the limited partners is \$200,000;
4. No additional capital contributions are anticipated to be made by the limited partners.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

Sterling Aviation, Inc.,
a Florida corporation

Date: 2/4, 1998.

By: [Signature] (SEAL)
Stephen Bittel, Secretary

BEFORE ME, the undersigned officer, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Stephen Bittel on the 4th day of February, 1998, known to me and known by me to be the Secretary of Sterling Aviation, Inc., a Florida corporation (which corporation is known by me to be the sole General Partner of Sterling Aviation, Ltd., a Florida Limited Partnership), and the person who executed the foregoing Affidavit of Capital Contributions, and such person acknowledged to and before me executing this Affidavit on behalf of the General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County set forth above, this 4th day of February, 1998.

[Signature]
Notary Public, State of Florida

