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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4003
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: FORD INSTRUMENTS & ACCESSORIES, L.C.
AUDIT NUMBER.....H98000016570
DOC TYPE.....LIMITED LIABILITY COMPANY
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 8, 1998

EMPIRE CORPORATE KIT

SUBJECT: FORD INSTRUMENTS & ACCESSORIES, L.C.
REF: W98000020288

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You have submitted two separate documents entitled "Affidavit of Membership and Contributions." One is signed by Brad Ford and the other is signed by Richard J. Dumblosky. Please note that only one affidavit is necessary. However, if you wish to file both in order to reflect the signatures of both parties, both affidavits must be identical to each other.

Secondly, you must attach a description of the property to the affidavit(s). Please refer to number 3 of the affidavit(s).

Number 4 of the affidavit must be corrected to reflect the total amount of cash or property anticipated to be contributed by the members. Please note this amount must include the amounts listed in numbers 2 and 3 of the affidavit(s).

If you have any questions concerning the filing of your document, please call (850) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

FAX Aud. #: E98000016570
Letter Number: 398A00045525

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**ARTICLES OF ORGANIZATION
OF
FORD INSTUMENTS & ACCESSORIES, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company shall be FORD INSTUMENTS & ACCESSORIES, L.C. ("Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the company shall be 217 SW 27th Street, Ft. Lauderdale, Florida, 33315.

**ARTICLE III
DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be twenty-five (25) years unless the company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV
ADMISSION OF NEW MEMBERS**

No additional new members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE V
TERMINATION OF EXISTENCE**

The company shall be dissolved upon the death, insanity, bankruptcy, retirement, dissolution, resignation, or expulsion of any member or manager unless the business of the company is continued by the consent of all remaining members.

Prepared By:
Andrew L. Cohen, Esq.
18459 Pines Blvd., Ste. 290
Pembroke Pines, Florida 33029
FL Bar No.: 989797 (954) 450-6422

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**ARTICLE VI
MANAGEMENT**

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:

Brad Ford
217 SW 27th Street
Ft. Lauderdale, Florida 33315


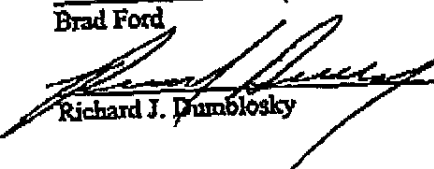
Aircraft Support And Parts, Inc.
c/o Richard J. Dumblosky, President/CEO
217 SW 27th Street
Ft. Lauderdale, Florida 33315

**ARTICLE VII
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the State of Florida is:

Andrew L. Cohen, Esq.
18459 Pines Boulevard
Suite 290
Pembroke Pines, Florida 33029

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Ft. Lauderdale, Florida, on this 3 day of September, 1998


Brad Ford

Richard J. Dumblosky

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

Subscribed and sworn to before me by Brad Ford, an Organizer, who is personally known to me or who has produced _____ as identification, and by Richard Dumblosky, an Organizer who is personally known to me or who has produced _____ as identification, on this 3rd day of September, 1998.


Notary Public, State of Florida

My Commission Expires:



Kelley M. Cohen
My Commission CC39208
Expires Oct. 09, 2000

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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for FORD INSTUMENTS & ACCESSORIES, L.C at the office designated in the Articles of Organization, I hereby accept such appointment and consent to act in such capacity and agree to comply with all the requirements of law pertaining thereto.

Dated this 3 day of September, 1998.



Andrew L. Cohen, Esq.
18459 Pines Boulevard
Suite 290
Pembroke Pines, Florida 33029

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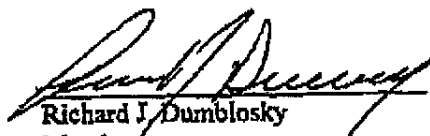
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FORD INSTRUMENTS & ACCESSORIES, L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by member Brad Ford is \$ 0.00.
3. If any, the agreed value of property other than cash contributed by member Brad Ford is \$5,000.00. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by member Brad Ford is \$20,000.00. This total includes amounts from 2 and 3 above.
5. The total amount of cash contributed by member Aircraft Support And Parts, Inc. is \$5,000.00.
6. If any, the agreed value of property other than cash contributed by member Aircraft Support And Parts, Inc. is \$ 10,000.00. A description of the property is attached and made a part hereto.
7. The total amount of cash or property anticipated to be contributed by member Aircraft Support And Parts, Inc. is \$ 50,000.00. This total includes amounts from 2 and 3 above.


THE AFFIANT SAYS NOTHING FURTHER

Dated this 15 day of September, 1998.


 Richard J. Dumblosky
 Member

STATE OF FLORIDA)
) SS
 COUNTY OF BROWARD)

Subscribed and sworn before me by Richard J. Dumblosky, a duly authorized representative of a Member of FORD INSTRUMENTS AND AIRCESSORIES, L.C., who is personally known to me or who has produced _____ as identification, on this 15 day of September, 1998.


 Notary Public, State of Florida



Kelley M Cohen
 My Commission CCS#2083
 Expires Oct. 09, 2000

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PROPERTY

BRAD FORD

- 1. Overhaul Manuals

AIRCRAFT SUPPORT AND PARTS, INC.

- 1. Overhaul Manuals
- 2. Static Frequency Converter
- 3. Tachometer Tester
- 4. Fuel Quantity Tester
- 5. Simulator Indicator Tester
- 6. Power Supply
- 7. Mock Up Tester
- 8. Office Space
- 9. Office Furniture

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