

N98000000735



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 698588 4656E

AUTHORIZATION : Patricia P. [signature]

COST LIMIT : \$ 122.50

ORDER DATE : February 9, 1998

ORDER TIME : 9:49 AM

ORDER NO. : 698588-005

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CUSTOMER NO: 4656E

CUSTOMER: Michele J. Turton, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL
Suite 2050
111 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: FLORIDA AVIATION AND AEROSPACE
ALLIANCE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

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**ARTICLES OF INCORPORATION
OF
FLORIDA AVIATION AND AEROSPACE ALLIANCE, INC.
(A FLORIDA CORPORATION NOT FOR PROFIT)**

The undersigned, acting as incorporator of a corporation (the "Corporation") pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"), does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation is:

Florida Aviation and Aerospace Alliance, Inc.

ARTICLE II

Principal place of business and mailing address

The principal place of business and mailing address of the Corporation shall be:

c/o E. Thom Rumberger Jr.
Greenberg Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A.,
111 N. Orange Ave., 20th Floor
Orlando, Florida 32804.

ARTICLE III

Duration

The period of duration of the Corporation shall be perpetual, unless dissolved according to the law.

ARTICLE IV

Purpose

The Corporation is organized as a business league for the primary purpose of promoting and improving the business conditions and economic environment in Florida for the aerospace and aviation industries. The Corporation may engage in such other activities as shall be consistent with the requirements of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended and which are directly related to the Corporation's primary purpose.

ARTICLE V

Restriction on Private Inurement and Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code.

ARTICLE VI

Manner of election of directors

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three (3). The number and method of election of the directors of the Corporation shall be as stated in the bylaws. The number and method of election of the directors of the Corporation who shall serve following the terms of the initial directors shall be as stated in the bylaws.

ARTICLE VII

Incorporator

The name and the street address of the incorporator for these articles of incorporation is:

Michele Turton
111 North Orange Avenue, Suite 2050
Orlando, FL 32801

ARTICLE VIII

Powers

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and otherwise to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have those additional powers specified in its bylaws.

ARTICLE IX

Initial registered agent and street address

The name and address of the registered agent and registered office of this Corporation is:

Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301-2607

ARTICLE X

Members

The qualification and authorized number of the Members of the corporation, the different classes of membership, the property, voting and other rights and privileges of Members, their liability for dues and assessments and the method of collection thereof, and all other terms with respect to the Members shall be as set forth in the Bylaws.

ARTICLE XI

Dissolution

Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment and discharge of all of the liabilities of the Corporation, and after returning, transferring or conveying in accordance with applicable requirements all assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of dissolution, distribute the remaining assets of the Corporation to one or more tax-exempt entities in furtherance of the purposes of the Corporation set forth in Article IV hereof. To the extent that the Directors in their discretion determine that it is not feasible to dispose of the assets of the Corporation in furtherance of the purposes described in Article IV hereof, the remaining assets of the Corporation shall be distributed to one or more tax-exempt entities for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

Amendment

Amendments to these Articles of Incorporation shall be made in accordance with the Act.

ARTICLE XIII

Indemnification

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of the Corporation and such breach constitutes:

1. a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
2. a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
3. recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety or property.

A judgment or other final adjudication against a director, officer, employee or agent of the Corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

ARTICLE XIV

Internal Revenue Code

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617,

Florida Statutes, as amended, has signed these Articles of Incorporation on this 6th day of ,
February, 1998.

A handwritten signature in cursive script, appearing to read "Michele Turton", written over a horizontal line.

Michele Turton, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

By: Karen B. Rozar
Corporation Service Company
Registered Agent
Karen B. Rozar, As Its Agent

Dated: 2-9-98

ORLANDO/TURTONM/34384/qj4011.DOC/2/06/98

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