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OF COUNSEL
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December 23, 1999

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-12/28/99--01020--017
****122.50 *****78.75

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: N & B AVIATION SALES, INC.

Dear Sir/Madam:

Enclosed please find the following for filing:

1. Original and one copy of the Articles of Incorporation for the above.
2. Our check in the amount of \$122.50 for the filing fee.

Please return a certified copy of the Articles to the undersigned together with the Certificate of Incorporation.

Very truly yours,


Robert M. Palmer

RMP/mpp
enclosures

FILED
2000 JAN -5 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Robert Palmer GAVE
AUTHORIZATION BY PHONE TO
CORREC. RA Cert (copy name)
DATE 1-5-00
DOC. EXAM BP
file 1-5-00

A. Howell JAN 5 2000

FILED

2000 JAN -5 PM 2: 34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

N & B Aviation Sales, Inc.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

N & B Aviation Sales, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1890 N.E. 118th Road
North Miami, Florida 33181

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand(1,000)

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

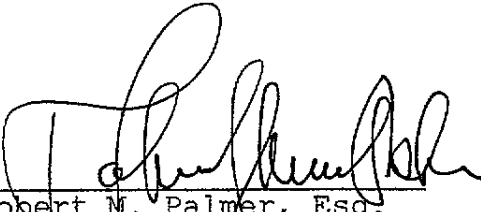
Robert M. Palmer P.A.
1200 N. Federal Highway Suite 211
Boca Raton, Florida 33432

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Robert M. Palmer
1200 N. Federal Highway Suite 211
Boca Raton, Florida 33432

The undersigned has executed these Articles of Incorporation this 9th day of December, 1999



Robert M. Palmer, Esq.

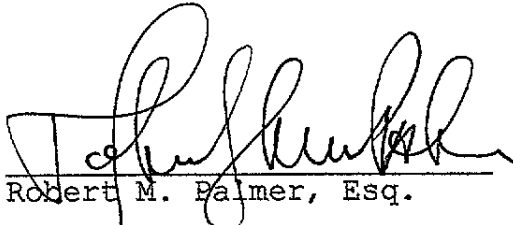
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
N & B Aviation Sales, Inc.

2. The name and address of the registered agent and office is:

Robert M. Palmer, P.A.
1200 N. Federal Highway Suite 211
Boca Raton, Florida 33432

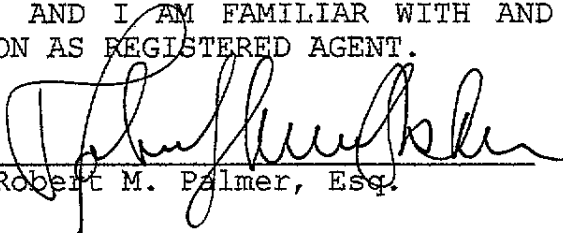


Robert M. Palmer, Esq.

Date: December 9, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN

THIS CERTIFICATE, 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.


Robert M. Palmer, Esq.

Date: December 9, 1999

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TALLAHASSEE, FLORIDA