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FILED
00 MAY -3 PM 4:28
FILING OFFICE
TALLAHASSEE, FL 32314

April 20, 2000

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: AERMARK SYSTEMS, INC.

400003237454--4
-05/03/00--01094--013
*****78.75 *****78.75

Dear Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$78.75.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

If you have any questions, please call 954-922-1920.

Sincerely,

Barr McKenna
PO Box 221264
Hollywood Bch, FL 33022

D. BROWN MAY - 5 2000

**ARTICLES OF INCORPORATION
OF
AERMARK SYSTEMS, INC.**

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the laws of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

AERMARK SYSTEMS, INC.

The address of the principal office of this corporation shall be: 400 N SURF ROAD-HOLLYWOOD, FL 33019 and the mailing address of the corporation shall be *PO BOX 221264 - HOLLYWOOD BEACH, FL 33022*

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporate existence commences on APRIL 29, 2000.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- A. Of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.
- B. To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choices

in action, either as owner, broker, agent, or factor.

C. In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

D. To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1 par value stock, which shall be designated "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered agent of this corporation is: 400 N SURF ROAD - HOLLYWOOD, FL 33019.

The name of the initial registered agent of this corporation at this address is: **BARR McKENNA**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increases or diminished from time to time by the by-laws. The name and address of initial director(s) of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
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BARR McKENNA	400 N SURF ROAD-HOLLYWOOD, FL 33019
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ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
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BARR McKENNA	400 N SURF ROAD-HOLLYWOOD, FL 33019
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ARTICLE IX - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI - INDEMNIFICATION

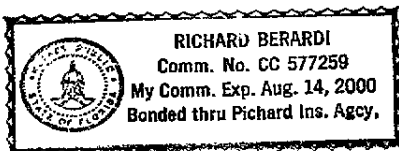
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


BARR McKENNA Subscriber

April, 2000.



Notary Public, State of Florida
My Commission Expires: 8/4/00

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

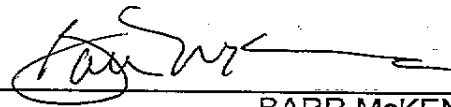
00 MAY -3 PM 4:28
CLERK OF DISTRICT COURT
JANUARY 1, 1900

In pursuance of Chapter 48.091 Florida Statutes, the following is
submitted in compliance with said Act: First - **AERMARK SYSTEMS, INC.**
desiring to organize under the laws of the State of Florida has named
BARR McKENNA located at *400 N SURF RD* -HOLLYWOOD, FL
33019 as its agent to accept service of process within the state.

ACKNOWLEDGMENT; (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the provision of
said Act relative to keeping open said office.

By: _____



BARR McKENNA
(Resident Agent)