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00 MAY 30 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Divisions of Corporations
D.W. McKinnon, Division Director
P.O. Box 6327
Tallahassee, FL 32399

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-05/15/00--01155--001
*****87.50 *****87.50

RE: Incorporation of New Business

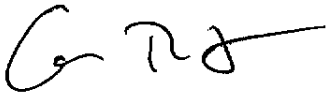
Dear Sirs:

Enclosed are (1) articles of incorporation, (2) Certificate designating place of business, and (3) check in payment of incorporation fees as follows:

\$ 35.00 - Filing Fee - Profit Corporation
52.50 - Charter Tax (Minimum)
87.50 Total Check

Please return the certified copy of these articles of incorporation to our office.

Sincerely,



Enc. George Ryan Jr.
Aero Development Corporation
501 Goodlette Rd N. Ste A-208
Naples, FL 34102

31

Informed client by letter
I corrected corp. name in
Act I + on Desig. page had
of Naples listed twice within name.

S. Thompson MAY 31 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 18, 2000

GEORGE RYAN, JR.
501 GOODLETTE RD. N., STE. A-208
NAPLES, FL 34102

SUBJECT: AERO DEVELOPMENT CORPORATION
Ref. Number: W00000012985

We have received your document for AERO DEVELOPMENT CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 200A00028324

ARTICLES OF INCORPORATION
OF
AERO DEVELOPMENT CORPORATION OF NAPLES

The undersigned subscriber to these Articles of Incorporation, George Ryan, Jr., being a natural person competent to contract, hereby acknowledges and files these ARTICLES OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation is AERO DEVELOPMENT CORPORATION OF NAPLES. The principal office and mailing address of the corporation is 501 Goodlette Road North, Suite A-208, Naples, Florida 34102.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these articles with the Florida Secretary of State.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of \$1.00 par value stock, which shall be designated "common shares." The stock of the Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all regulations issued thereunder. Such actions as are necessary will be taken by the officers of this Corporation in order to qualify under Section 1244. This Corporation is being capitalized and its stock is being issued to comply

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with the aforementioned section of the Internal Revenue Code.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 501 Goodlette Road North, Suite A-208, Naples, Florida 34102, and the name of the initial registered agent of the Corporation at that address is George Ryan, Jr.. The Director(s) of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

ARTICLE VI

DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Director(s) shall hold office for the term provided in the By-Laws or until their successor(s) have been duly elected and qualified.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The following shall constitute the initial Board of Directors of this Corporation:

**George Ryan, Jr.
501 Goodlette Road North
Suite A-208
Naples, Florida 34102**

ARTICLE VIII

INCORPORATORS

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

**George Ryan, Jr.
501 Goodlette Road North
Suite A-208
Naples, Florida 34102**

ARTICLE IX

BY-LAWS


The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders in the manner provided by the laws of the State of Florida.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Subscriber(s) executed these Articles of Incorporation this 25th day of May, 2000.

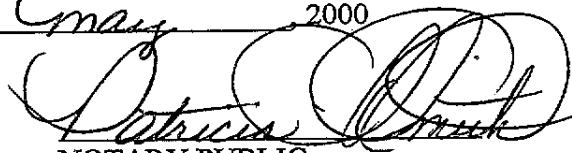

George Ryan, Jr.

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **George Ryan, Jr.**, known to me and known by me to the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of May, 2000




NOTARY PUBLIC
State of Florida at Large

My commission expires:

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

That AERO DEVELOPMENT CORPORATION OF NAPLES, desiring to
organize under the laws of the State of Florida with its principal office, as indicated in the Articles
of Incorporation in the County of Collier, State of Florida, has named George Ryan, Jr. located at
501 Goodlette Road North, Suite A-208, Naples, Florida 34102, as its agent to accept service of
process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated Corporation, at 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.



George Ryan, Jr.

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00 MAY 30 PM 12:57
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TALLAHASSEE FLORIDA