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ACCOUNT NO. : 072100000032

REFERENCE : 769617 7219037

AUTHORIZATION : *Patricia Pigeto*

COST LIMIT : \$ 70.00

ORDER DATE : July 19, 2000

ORDER TIME : 2:15 PM

ORDER NO. : 769617-005

CUSTOMER NO: 7219037

CUSTOMER: Mr. Ronald J. Newbold
Mr. Ronald J. Newbold

200003351712--7

600 Dinner Street, N.e.

Palm Bay, FL 32907

DOMESTIC FILING

NAME: AERO HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -9 PM 4:09

ga
8/10/00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 AUG -9 PM 3:58

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

AERO HOLDINGS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AERO HOLDINGS, INC.

The address of the principal office of this corporation shall be 600 Dinner Street Northeast, Palm Bay, Florida 32907, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 15,000,000 shares of common stock having \$0.001 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 600 Dinner Street Northeast, Palm Bay, Florida 32907, and the name of the initial registered agent of the corporation at that address is Ronald J. Newbold.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

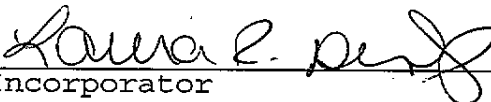
Ronald J. Newbold	600 Dinner Street Northeast
Dir...	Palm Bay, Florida 32907

ARTICLE VII. INCORPORATOR

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

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on August 9, 2000.



Incorporator
Its Agent, Laura R. Dunlap

njh

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Ronald J. Newbold, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

AERO HOLDINGS, INC.

Ronald J. Newbold is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: Ronald J. Newbold

jkg