

Post 00112175

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-12/01/00--01074--006
*****78.75 *****78.75

SUBJECT: International Aviation Advisors, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

EFFECTIVE DATE

1-01-01

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: William Loh
Name (Printed or typed)

2889 Strand Circle
Address

Oviedo, Florida 32765
City, State & Zip

(407) 971-8536 or 365-8559
Daytime Telephone number

FILED
00 DEC -1 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

12-2
400

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

Article I NAME

The name of the Corporation shall be: International Aviation Advisors, Inc.

Article II PRINCIPAL OFFICE

The principal place of business/ mailing address is: 2889 Strand Circle
Oviedo, Florida 32765

Article III PURPOSE

The purpose for which the Corporation is organized is:

Advisory and consulting services, in any part of the world, including, but not limited to, aircraft current and future valuations and appraisals, physical inspections, maintenance records audits, expert witness testimony, airline/manufacturer/operating lessor credit risk and strategic analysis, lending and investment risk analysis, market studies and forecasts, fleet planning, aircraft selection, business management, asset management, journalism, and aircraft financing assistance and arranging.

Article IV SHARES

The amount of the total authorized capital stock of this Corporation is:

1,000 shares of \$0.01 Par Value

Article V NAMES AND ADDRESSES OF DIRECTORS

William B. Loh, Jr.
2889 Strand Circle
Oviedo, Florida 32765

Simona Loh
2889 Strand Circle
Oviedo, Florida 32765

Article VI REGISTERED AGENT

The name and street address of the registered agent is:

William B. Loh, Jr.
2889 Strand Circle
Oviedo, Florida 32765

Article VII INCORPORATOR

The name and street address of the incorporator is:

William B. Loh, Jr.
2889 Strand Circle
Oviedo, Florida 32765

Article VIII EFFECTIVE DATE

The effective date of the Corporation shall be: January 1, 2001

EFFECTIVE DATE

1-0-01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article IX DIRECTOR'S AUTHORITY

The Directors shall have the power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital; and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation. With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this Corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this Corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book, or document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

The stockholders and directors shall have the power to hold their meetings and keep the books, documents and papers of the Corporation outside of the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

It is the intention that the objects, purposes, and powers specified in Article III hereof shall in no way or nowise be limited or restricted by reference to or inference from the terms of any other clause or paragraph in these Articles of Incorporation, but that the objects, purposes and powers specified in Article III and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

William B. Loh, Jr.
Signature/Registered Agent
William B. Loh, Jr.

November 28, 2000
Date

William B. Loh, Jr.
Signature/Incorporator
William B. Loh, Jr.

November 28, 2000
Date