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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

AIRPRO AVIATION AIRLINE SUPPORT, INC.

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|-----------------------|---------|
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B. McKnight DEC 20 2000

Articles Of Incorporation

AIRPRO AVIATION AIRLINE SUPPORT, INC.

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the laws of the state, providing for the information liabilities, rights, privileges and immunities of a corporation for profit.

Article I

Name, Address and Agent

The name of this corporation shall be:

AIRPRO AVIATION AIRLINE SUPPORT, INC.

(hereinafter referred to as the corporation.) Its registered and principle office shall be located at: 10451 NW 28th STREET #F-101,

MIAMI, FL. 33172

in the County of Dade. Its Registered Agent shall be REINALDO FERNANDEZ

, located at 10451 NW 28th STREET #F-101

MIAMI, FL. 33172

County of Miami-Dade, State of Florida.

Article II

Nature of Business

Section I. The general nature of the business and objects and purpose to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

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- a. To carry on business in the United States or any foreign-country or countries, to buy, sell, import, export, lease, sublease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all types, both as principal and agent, in any part of the world.
- b. To enter into, make, perform and carryout contracts of every kind and for the lawful purpose with any person, firm, association and/or corporation.
- c. To exchange in the currency of foreign countries and the currency of the United States.
- d. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company, and to secure the same by mortgage, pledge, deed or _____ trust, or otherwise.
- e. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.
- f. To do all such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient, or the proper for the accomplishment of any of the purposes of attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.
- g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted hereby included in and made a part thereof by reference.
- h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon the corporations of this character.
- i. NONE

Article III

Capital Stock

The capital stock of the corporation shall consist of:

a. ONE HUNDRED (100) shares of \$1.00 per value. For incorporation purposes, each share will have a nominal value set at ONE DOLLAR (\$1.00) per share as consideration.

b. Said shares of common stock to have par value. All shares to be issued fully paid and non-assessable. The capital stock of this Corporation may be paid in lawful money of the United States or in property labor or services at a fair and just valuation to be fixed by the stockholders or by the board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in the control of the management of the corporation.

d. The holders of these shares of common stock are to have pre-emptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a shareholder's meeting, the shareholder may vote his share or shares by proxy, one share representing one vote.

Article IV

Initial Capital

The amount of capital with which the corporation shall begin business shall be no less than ONE HUNDRED DOLLARS (\$100.00)

Article V

Terms of Existence

The corporation shall have perpetual existence

Article VI-Board of Directors

The Board of Directors shall consist of no less than ONE (1) persons.

Article VIIInitial Directors and Officers

The name and addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-laws and the Act of Legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

| <u>Title</u> | <u>Name:</u> | <u>Address:</u> |
|---------------------|--------------------|--|
| PRESIDENT | REINALDO FERNANDEZ | 5343 NW 111st COURT MIAMI, FL. 33178. |
| VICE PRES-SEC-TREAS | BEATRIZ FERNANDEZ | 5343 NW 111st COURT MIAMI, FL. 33178 |

Article VIIISubscribers

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take are as follows:


| <u>Name & Title</u> | <u>Address</u> | <u>Shares</u> |
|--|---|---------------|
| REINALDO FERNANDEZ PRESIDENT | 5343 NW 111st COURT MIAMI, FL. 33178 | 50% |
| BEATRIZ FERNANDEZ VICE PRESIDENT SEC-TREAS | 5343 NW 111st COURT MIAMI, FL. 33178 | 50% |


Article IX

By-Laws


The regulations of the business and the conduct of the affairs of the corporation and the provision creating and limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may, from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

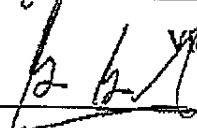
IN WITNESS, WHEREOF, the undersigned have signed these Articles of Incorporation at HIALEAH, Miami-Dade County, Florida, for the uses and purposes aforesaid.



President


Secretary



Vice-President


Treasurer

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

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First: That AIRPRO AVIATION AIRLINE SUPPORT, INC.

desiring to organize under Laws of the States of FLORIDA, with its principal office, as indicated in the articles of Incorporation at 10451 NW 28th STREET #F-101
MIAMI, FL. 33172

County of MIAMI DADE State of Florida, Has named REINALDO FERNANDEZ
located at 10451 NW 28th STREET #F-101
MIAMI, FL. 33172

(Street address and number of Building)

City of MIAMI County of MIAMI DADE

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT.-Must be signed by designated agent. Having been named to accept service of process from the above-stated Corporation, at place designated in this certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

By: 

Resident Agent

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I HEREBY CERTIFY that on this day of DECEMBER 19th, 2000
before me personally appeared REINALDO FERNANDEZ
and BEATRIZ FERNANDEZ, President and Secretary-Treasurer
respectively, to me well known to be the persons described as subscribers in and who
executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me
that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my official seal and hand at
MIAMI, Miami-Dade County, this day of DECEMBER 19th, 2000 A.D.

My Commission Expires:



Notary Public, State of Fl.

