

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PG00006115908

Antonov USA Corporation

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-12/19/00--01021--025
*****78.75 *****78.75

<input checked="" type="checkbox"/>	Art of Inc. File	FILED 00 DEC 19 AM 10:43 SECRETARY OF STATE TALLAHASSEE, FLORIDA
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	RECEIVED 00 DEC 19 AM 10:25 DIVISION OF CORPORATION
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

W-29678
TS

Signature _____

Requested by: LS 12/19 10:05
Name Date Time

Walk-In _____ Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 19, 2000

CAPITAL CONNECTION, INC.

SUBJECT: ANTONOV USA CORPORATION
Ref. Number: W00000029678

We have received your document for ANTONOV USA CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 000A00063688

Corrected

RECEIVED
00 DEC 20 AM 9:53
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 DEC 19 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ANTONOV USA CORPORATION

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby subscribes and forms a corporation for profit under the Laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is: **ANTONOV USA CORPORATION**.
The principal place of business and mailing address of the corporation shall be 2450 nw 110th Avenue, Miami, FL 33172.

ARTICLE II: NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this State including, but not limited to, operating a service center and dealership for the Antonov aircraft lines and products, through a power of attorney #9 dated October 31, 2000 from Antonov Aeronautical Scientific-Technical Complex to cover Latin America, USA and Canada and power number 57-2765 dated November 28, 2000 issued by the Kiev Aircraft Repair Plant #410 to cover Latin America, USA and Canada. Additionally, under the following certificates issued by the Ministry of Transport of the Ukraine: Number BP0049--maintenance of AN26, AN26B, AN30 and AN32B aircraft; Number BP0051--maintenance of

AN12, AN28, AN32P, AN72-100, AN72-100D and AN74 aircraft; Number BP0040--overhaul and repair station certification for AN24, AN26, AN30, and AN32 aircraft; Number 075--training of aviation personnel for AN2, AN12, AN24, AN26, AN30, AN32, AN72, AN74 and AN124; Number 160--air operator certification for AN2, AN12, AN24, AN26, AN30 and AN32 aircraft. Also, to modify and patent a new version of the AN24 called the AN24 MED aircraft and the AN26TK (AN26B-100) to be called the AN26TK MED aircraft.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, which shares shall be par value of \$1.00.

ARTICLE IV: OFFICERS

The following individuals shall constitute the first officers of this corporation; MARIO DUENAS, President, 7825 NW 53rd Street, Miami, FL 33166; OVIDIO GOBERNA, Executive Vice President and Secretary, 11910 SW 25th Terrace, Miami, FL 33175; VLADIMIR ZHIGINAS, Vice President, IVAN ROZHANSKIY, Vice President, SERGUEI PODREZA, Vice President, EUGENY TITLIANOV, Vice President, OLEG LUGOVOY, Vice President, BORIS NIKOMAROV, Vice President, all at 2450 NW 110th Avenue, Miami, FL 33172; and VADIM NESTSCHERET, Treasurer, 8855 Collins Avenue, Apt. 4J, Miami, FL 33154.

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence.

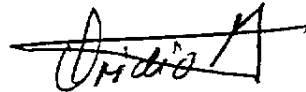
ARTICLE VI: REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and principal office are:

OVIDIO GOBERNA
2450 NW 110th Avenue
Miami, FL 33172

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DEC 19 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

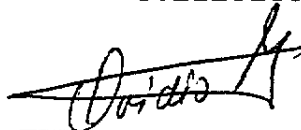
IN WITNESS THEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 17th day of December, 2000.



OVIDIO GOBERNA, Incorporator
2450 NW 110th Avenue
MIami, FL 33172

ACCEPTANCE OF APPOINTMENT OF DESIGNATED REGISTERED AGENT:

Having been named to accept service of process for the above stated corporation at the designated place in this certificate, I hereby accept to act in this capacity.

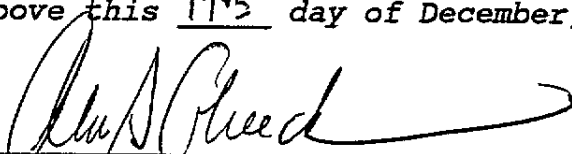


OVIDIO GOBERNA

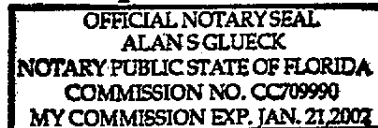
STATE OF FLORIDA)
COUNTY OF BROWARD) SS:

BEFORE ME, the undersigned authority, personally appeared OVIDIO GOBERNA, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and he has acknowledged before me that he executed the same for the purposes therein expressed, and I relied upon personal knowledge for identification, and an oath was taken.

WITNESS my hand and official seal in the County and State named above this 17th day of December, 2000.



NOTARY PUBLIC



My Commission Expires