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REFERENCE : 996437 9534A

AUTHORIZATION : *Patricia Pigute*

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : February 8, 2001

ORDER TIME : 2:02 PM

ORDER NO. : 996437-005

CUSTOMER NO: 9534A

CUSTOMER: Robert Arlen, Esq
Robert M. Arlen, P.a.

100003662731--2

Suite 330
110 E. Atlantic Avenue
Delray Beach, FL 33444

DOMESTIC FILING

NAME: ACROPOLIS AVIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

RECEIVED
01 FEB -8 PM 3:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
[Signature]

**ARTICLES OF INCORPORATION
OF
ACROPOLIS AVIATION, INC.**

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2001 FEB -8 PM 3: 52

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be ACROPOLIS AVIATION, INC.

**ARTICLE II
COMMENCEMENT-DURATION**

Corporate existence shall commence upon the filing of these Articles. The duration of ACROPOLIS AVIATION, INC. shall be perpetual.

**ARTICLE III
PURPOSE**

The general purposes for which ACROPOLIS AVIATION, INC. is organized are:

- A. Engage in the sale of Aircraft Parts.
- B. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of ACROPOLIS AVIATION, INC. be advantageously carried on in connection with, or ancillary to, the foregoing business.
- C. To do such other things as are incidental to the foregoing of necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which ACROPOLIS AVIATION, INC. is authorized to issue is 7,500. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

**ARTICLE V
CORPORATE OFFICES AND AGENT**

Principal Office:

The initial principal office of the Corporation is 2220 SW 14th Place, Boca Raton, FL 33486

Initial Registered Office and Agent:

The street address of the initial registered office of the Corporation is 2220 SW 14th Place Boca Raton, Florida 33486 and the name of it's initial registered agent at such address is Conor Boden.

**ARTICLE VI
OFFICERS AND DIRECTORS**

The number of Directors of ACROPOLIS AVIATION, INC. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of ACROPOLIS AVIATION, INC. is one (1). The name and address of the person who will serve as the initial Board of Director and as the initial officer of ACROPOLIS AVIATION, INC. are as follows;

Director/President/Secretary/Treasure

Conor Boden
2220 SW 14th Place
Boca Raton, FL 33486

**ARTICLE VII
INCORPORATOR**

The Incorporator of ACROPOLIS AVIATION, INC. is Conor Boden whose address is 2220 SW 14th Place, Boca Raton, FL 33486.

**ARTICLE VIII
CUMULATIVE VOTING**

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him/her, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal or distributes them on the same principle among as many candidates as he/she shall think fit.

ARTICLE IX PREEMPTIVE RIGHTS

Each shareholder of ACROPOLIS AVIATION, INC. shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of ACROPOLIS AVIATION, INC. convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

ARTICLE X CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the issued and outstanding shares of ACROPOLIS AVIATION, INC. shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of ACROPOLIS AVIATION, INC. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of ACROPOLIS AVIATION, INC. or to voluntarily dissolve, liquidate or wind up its affairs.

ARTICLE XI SHAREHOLDERS AGREEMENTS

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of ACROPOLIS AVIATION, INC. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of ACROPOLIS AVIATION, INC. The subject matter of said agreement(s) may include, but shall not be limited to the following:

- A. The voting of shares of ACROPOLIS AVIATION, INC. and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.
- B. The limitation of the business affairs of ACROPOLIS AVIATION, INC. or its purposes and powers to specified activities or enterprises.
- C. The management of the business affairs of ACROPOLIS AVIATION, INC. and the division of the profits of the Corporation.
- D. Restrictions on the transfer of shares of stock in ACROPOLIS AVIATION, INC.
- E. The right and power of ACROPOLIS AVIATION, INC. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.

F. The establishment of procedures by which changes in corporate form shall be effected.

G. Any matter which may be described in Florida Statutes Section 607.0732.

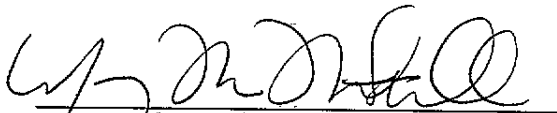
Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. ACROPOLIS AVIATION, INC. is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporator on this 6th day of February 2001

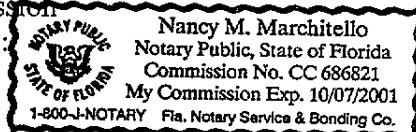

Conor Boden Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH


The foregoing instrument was acknowledged before me this 6th day of February 2001 by Conor Boden, who is personally known to me or who has produced _____ as identification and who did not take an oath..


Nancy M. Marchitello
Notary Public
State of Florida at Large

Seal and commission
expiration stamp:



I, CONOR BODEN, having been appointed Registered Agent of ACROPOLIS AVIATION, INC., do hereby agree to act in this capacity and to comply with the provisions of all statutes pertaining to the proper and complete performance of my duties executed this 6th day of February 2001


Conor Boden Registered Agent

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