



THE UNITED STATES
CORPORATION
COMPANY

PO1000047632

ACCOUNT NO. : 072100000032

REFERENCE : 134389 10072A

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 128.75

2001 MAY 1 PM 4:22
TALLAHASSEE FLORIDA
RECEIVED

ORDER DATE : May 1, 2001

ORDER TIME : 12:10 PM

ORDER NO. : 134389-005

CUSTOMER NO: 10072A

7000004103937--4

CUSTOMER: Arthur Lambertus, Esq
Lambertus & Lambertus

Suite 604
2929 East Commercial Boulevard
Fort Lauderdale, FL 33308

DOMESTIC FILING

NAME: CUSTOM AERO, INC.

EFFECTIVE DATE:

XX CERTIFICATE OF DOMESTICATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

524
W01-9833

RECEIVED
01 MAY -1 PM 2:26
DIVISION OF CORPORATION

5/14/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

2001 MAY 1 PM 4:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 1, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CUSTOM AERO, INC.
Ref. Number: W01000009833

We have received your document for CUSTOM AERO, INC. and the authorization to debit your account in the amount of \$128.75. However, the document has not been filed and is being returned for the following:

CERTIFICATE OF DOMESTICATION MUST COMPLY WITH 607.

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) 487-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 301A00025839

RESUBMIT
Please give original
submission date as file date.

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY 11 PM 3:58
FILED
TO AVOID
SUFFICIENT
OF FILING

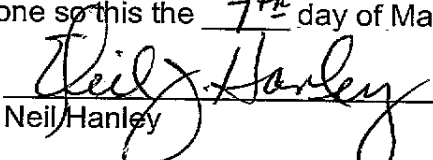
CERTIFICATE OF DOMESTICATION

The undersigned Neil Hanley, President, of Custom Aero, Inc. a foreign Corporation, in accordance with F.S., 607.1807 does hereby certify:

2001 MAY -1 PM 4:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The date on which corporation was first formed was December 8, 1999.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was California.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Custom Aero, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Custom Aero, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was 1440 Southwest 28 Avenue, Pompano Beach, Florida 33069.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President of Custom Aero, Inc. and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 7th day of May, 2001.


Neil Hanley

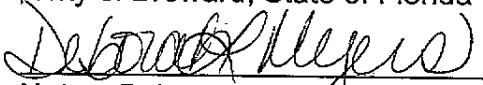
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Neil Hanley, who is personally known to me or who has produced a _____ as identification, and who executed the foregoing Certificate of Domestication and acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed, and who did take an oath.

7th WITNESS my hand and Official seal in County of Broward, State of Florida this _____ day of May, 2001.




Notary Public, State of Florida
Printed Name: Deborah L. Myers
My Commission Expires: 4-20-05

EFFECTIVE DATE

12/8/99

2001 MAY -1 PM 4: 23

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
CUSTOM AERO, INC.**

THE UNDERSIGNED, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be Custom Aero, Inc.. The principal office and mailing address of the corporation is 1440 SW 28th Avenue, Pompano Beach, Florida 33069.

**ARTICLE II
DURATION**

The term of existence is perpetual.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is One Thousand (1,000) shares and each share shall be the par value of One (\$1.00) Dollar. The stock of this corporation shall be common stock and shall be fully paid and non-assessable. The transfer or other disposal of stock of this corporation shall not be legal, valid or binding unless a record of such transfer or disposal is recorded in the books of the corporation.

ARTICLE IV
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 1440 SW 28th Avenue, Pompano Beach, Florida 33069 and the name of the initial registered agent at that address is Deborah Bearden-Hanley.

ARTICLE V
BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors which shall consist of two (2) member or members; but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the By-Laws of the corporation. The members of the Board of Directors need not be stockholders of the corporation.

The name and mailing address of each initial member of the first Board of Directors who shall hold office until the first annual meeting or until such member's successor is elected and qualified, are set forth below:

<u>NAME</u>	<u>ADDRESS</u>
Deborah Bearden-Hanley	1440 SW 28th Avenue Pompano Beach, Florida 33069
Neil Hanley	1440 SW 28th Avenue Pompano Beach, Florida 33069

ARTICLE VI
INCORPORATOR

The name and mailing address of the Incorporator of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Deborah Bearden-Hanley	1440 SW 28th Avenue Pompano Beach, Florida 33069

ARTICLE VII
INDEMNIFICATION

This corporation shall indemnify any director, officer, employee or agent of the corporation to the fullest extent permitted by Florida law.

ARTICLE VIII
AFFILIATED TRANSACTIONS

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE IX
CONTROL SHARE ACQUISITIONS

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal
this 19th day of March, 2001.


Deborah Bearden-Hanley

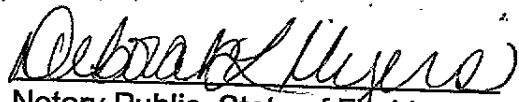
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer
duly authorized to administer oaths and take acknowledgments, Deborah Bearden-
Hanley, who is personally known to me or who has produced a _____
as identification, and who executed the foregoing Articles of Incorporation and
acknowledged before me that she executed the same freely and voluntarily for the
purposes therein expressed, and who did take an oath.

WITNESS my hand and Official seal in County of Broward, State of Florida this
19th day of March, 2001.




Notary Public, State of Florida
Printed Name: Deborah L. Myers
My Commission Expires: 4/20/01

REGISTERED AGENT DESIGNATION

2001 MAY -1 PM 4: 23

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Custom Aero, Inc., desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business at 1440 SW 28th Avenue, Pompano
Beach, Florida 33069 has named Deborah Bearden-Hanley located 1440 SW 28th
Avenue, Pompano Beach, Florida 33069 as its agent to accept service of process
within Florida.

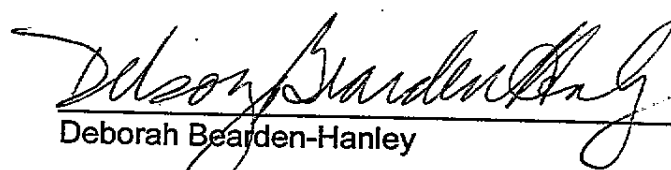
Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby agree to act in this
capacity; and I further agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.

INCORPORATOR:


Deborah Bearden-Hanley

DATE: 19-Mar-01

REGISTERED AGENT:


Deborah Bearden-Hanley

DATE: 19-Mar-01

articles\library\incorp.sht