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ACCOUNT NO. : 072100000032

REFERENCE : 159176 7193709

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 96.25

ORDER DATE : May 22, 2001

ORDER TIME : 2:06 PM

ORDER NO. : 159176-015

CUSTOMER NO: 7193709

CUSTOMER: Kristy Hair, Legal Asst
Greenberg Traurig, P.a.

900004288639--1

Suite 700
2375 E. Camelback Road
Phoenix, AZ 85016

DOMESTIC FILING

NAME: AERO PRODUCTS INTERNATIONAL,
INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX (2) CERTIFIED COPY
- PLAIN STAMPED COPY
- XX (1) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118
EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE FLORIDA
2001 MAY 22 PM 3:41

FILED

RECEIVED
01 MAY 22 2001
DIVISION OF
CORPORATION

ARTICLES OF INCORPORATION
OF
AERO PRODUCTS INTERNATIONAL, INC.

3001 MAY 22 PM 3:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

Name

The name of the Corporation is Aero Products International, Inc. and the address of the principal office and the mailing office of the Corporation is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

ARTICLE II

Purposes

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, including any amendments thereto.

ARTICLE III

Registered Agent and Office

The address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE IV

Capital Stock

The Corporation shall have authority to issue a total of 1,000 shares of common stock, \$0.01 par value per share.

ARTICLE V

Bylaw Amendment

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and shareholders is expressly authorized and empowered to make, alter, amend, and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE VI

Keeping of Books

The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

ARTICLE VII

Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

ARTICLE VIII

Incorporator

The name of the Incorporator is Michael L. Kaplan, Esq. and the address of the Incorporator is 2375 East Camelback Road, Suite 700, Phoenix, Arizona 85016.

ARTICLE IX

Indemnification

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of the Corporation's directors shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of any officer or director, or any former officer or director, of the Corporation to the fullest extent not prohibited by law in existence either now or hereafter.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X

Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 22nd day of May, 2001, and affirm that the statements made herein are true under the penalties of perjury.

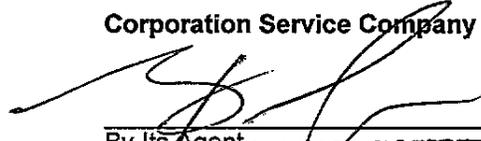


Michael L. Kaplan, Esq., Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Aero Products International, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company



By Its Agent **BRIAN COURTNEY, ASST. V.P.**

Dated: 5/22/, 2001

2001 MAY 22 PM 3:41
REG. AGENT STATE
FALLAHASSER FLORIDA