

P01000058677

1200 Delaney Avenue
Orlando, FL 32806

June 5, 2001

FILED
01 JUN 11 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Ascent Aviation Technologies, Inc.

Dear Sir/Madam:

Attached please find the articles of incorporation for the above mentioned company along with a check in the amount of \$78.75.

Please process and let me know if you need additional information. Thank you for your prompt attention regarding this matter.

Sincerely,



President

Attachments

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*****78.75 *****78.75

J. BRYAN JUN 13 2001

ARTICLES OF INCORPORATION
OF
ASCENT AVIATION TECHNOLOGIES, INC.

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ARTICLE I – NAME & DURATION

The name of the corporation is Ascent Aviation Technologies, Inc.
The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II – PRINCIPAL OFFICE

The address of the principal office of the Corporation is 1200 Delaney Avenue, Orlando, FL 32806.

ARTICLE III – REGISTERED OFFICE AND AGENT

The address of the registered office in the State of Florida is 1200 Delaney Avenue, Orlando, FL 32806, County of Orange. The name of the registered agent at such address is To-Lan Trinh-Le.

ARTICLE IV
CORPORATE PURPOSES, POWERS AND RIGHTS

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V – CAPITAL STOCK

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock ("Common Stock"), \$1.00 par value per share.

ARTICLE VI – INCORPORATOR

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
To-Lan Trinh-Le	1200 Delaney Ave. Orlando, FL 32806

ARTICLE VII – BOARD OF DIRECTORS

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until next annual meeting of Shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
To-Lan Trinh-Le	President	1200 Delaney Avenue Orlando, FL 32806
Wan Mansor	Vice-President Operations	Same as above
Todd Bacon	Vice-President Business Development	Same as above

ARTICLE VIII – AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Article of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX – BYLAWS

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such by law is not subject to amendment or repeal by the Board of Directors.

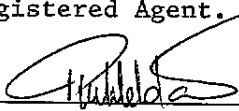
ARTICLE X - TRANSFER OF SHARES

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein state are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 5th day of June 2001.

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.




To-Lan Trinh-Le/ Incorporator / Registered Agent

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5 day of June, 2001, by TOLAN TRINH-LE, on behalf of the Corporation. She is personally known to me or has produced _____ as identification.

(NOTARY SEAL)


(Notary Signature)

ZORAIDA NARDELLI
(Notary Name Printed)

NOTARY PUBLIC

Commission No. _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN 11 AM 10:44

FILED



Zoraida Nardelli
MY COMMISSION # CC944147 EXPIRES
July 16, 2004
BONDED THRU TROY FAIR INSURANCE, INC.