

PD1000075081

Henry E. Charlton
Post Office Box 10272
Jacksonville, Florida 32247

01 JUL 31 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

July 13, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE

07/27/01

700004487687--1
-07/20/01--01064--027
*****78.75 *****78.75

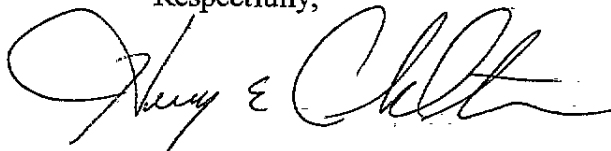
Re: GESTION MORIOKA USA, INC.

Ladies and Gentlemen:

Enclosed please find the Articles of Incorporation of GESTION MORIOKA USA, INC., as well as our check in the amount of \$78.75 for the filing and a certified copy of the Articles of Incorporation.

Please return the filed copy of the Articles of this corporation to the undersigned at the address listed above.

Respectfully,



Henry E. Charlton

cb
Enclosures

WD 16987
PS 7/24/01
PS 7/31/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 24, 2001

HENRY E CHARLTON
P O BOX 10272
JACKSONVILLE, FL 32247

SUBJECT: GESTION MORIOKA USA, INC.
Ref. Number: W01000016987

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

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 245-6915.

Pamela Smith
Document Specialist
New Filings Section

Letter Number: 001A00043004

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**ARTICLES OF INCORPORATION
UNDER THE LAWS OF THE STATE OF FLORIDA**

01 JUL 31 AM 11:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

**ARTICLE I
Name/Address**

EFFECTIVE DATE

The name of this corporation is GESTION MORIOKA USA, INC.

07/27/01

The principal office of this corporation shall be:

3400 SW 60th Avenue
Ocala, Florida 34477

**ARTICLE II
Duration**

This corporation shall exist for a perpetual period, commencing on the date of execution and acknowledgment of these Articles.

**ARTICLE III
Purpose**

This corporation is organized for the following purposes:

1. To buy, sell and import and export merchandise.
2. To import and/or export parts for airplanes and any machinery, material, or connected material.
3. To transact any and all lawful business.

**ARTICLE IV
Capital Stock**

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares," and 100 shares of preferred shares of preferred (\$100.00) per share par value, which shall be designated "Preferred Shares."

**ARTICLE V
Preferences, Limitation and Relative
Rights of Shares of Capital Stock**

S.S.1. – Dividends

The holders of record of the preferred shares shall be entitled to cash dividends when and as declared by the board of directors at the rate per share per annum and at the time and in the manner

determined by the board of directors in the resolution authorizing each series of preferred shares. The cash dividends on preferred shares shall be cumulative so that if for any dividend period cash dividends at the specified percentage rate per share per annum shall not have been declared and paid or set apart for payment on the preferred shares outstanding, the deficiency shall be declared and paid or set apart for payment before the making of any dividend or other distribution on the common shares. Cash dividends on preferred shares shall accrue from the date of issue. Upon the payment or setting apart for payment of all dividends, current or accumulated, at the specified percentage rate per share per annum upon the outstanding preferred shares, the directors may declare any pay dividends upon the common shares.

S.S.2. – Rights Upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding preferred shares shall be entitled to be paid \$100.00 for each preferred share, plus accumulated dividends up to the date of the liquidation, dissolution or winding up of this corporation, whether or not this corporation shall have a surplus or earnings available for dividends, and no more. After payment to the holders of preferred shares of the amount payable to them as above set forth, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of common shares.

S.S.3. – Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI

Designation of Series

Preferred shares may be issued from time to time in series. All preferred shares shall be of equal rank and identical except in respect to the particulars that may be fixed by the board of directors. The board of directors is authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below:

1. The distinctive designation of all series and the number of shares constituting those series;
2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;
3. The redemption price or prices, if any, for the shares of each, any or all series;
4. The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of those shares; and
5. The rights, if any, of the holders of shares of each series to convert those shares into common shares and the terms and conditions of that conversion.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII
Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII
Initial Registered Office and Agent

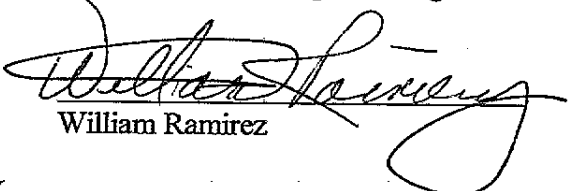
The street address of the initial registered office of this corporation shall be:

6702 Benjamin Road, Suite 500
Tampa, Florida 33634

and the name of the initial registered agent of the corporation at that address is:

William (Bill) Ramirez

I hereby am familiar with and accept the duties and responsibilities as registered agent for Gestion Morioka USA, Inc.


William Ramirez

ARTICLE IX
Initial Board of Directors

THIS CORPORATION SHALL HAVE THREE DIRECTORS INITIALLY. The number of directors may either be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Gaetan Tremblay
2600 Ave Pierre Dupuy
Montreal, Quebec, Canada H3C3R6

Benjamin Reisler
5404 Blvd de la Rive Sud
Bur 161
Levis, Quebec, Canada G6V9H8

Henry E. Charlton
9102 Herlong Road
Jacksonville, Florida 32210

ARTICLE X
Incorporator

The names and addresses of the persons signing these Articles are:

Henry E. Charlton
9102 Herlong Road
Jacksonville, Florida 32210

Benjamin Reisler
5404 Blvd. de la Rive Sud
Bur 161
Levis, Quebec, Canada G6V9H8

ARTICLE XI
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE XII
Restrictions on Transfer of Stock

No restrictions are included in the Articles of this corporation.

ARTICLE XIII
Calling of Special Meetings

Special meetings of shareholders may be called in accordance with Florida Statutes §607.084(3).

ARTICLE XIV
Shareholders Quorum and Voting

Thirty-three percent (33%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV
Greater Voting Requirements for Shareholders
With Respect to Mergers, Sales of Assets

The affirmative vote of two thirds (2/3) of the shares of this corporation entitled to vote shall be required for the authorization of merger or sale of assets.

ARTICLE XVI
Approval of Shareholders Required for Merger

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not approval is required.

ARTICLE XVII
Right of Shareholders to Dissent

The right of shareholders to dissent for this corporation is covered by Florida Statutes §607.244.

ARTICLE XVIII
Shareholders Meeting Required

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XIX
Management of Corporation

All corporate powers shall be exercised by or under the authority of, and business affairs of this corporation, shall be managed under the direction of a manager contracted by the board of directors, unless the board of directors shall handle the management duties.

ARTICLE XX
Powers

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XXI
Director's Residency and Compensation

Directors of this corporation must be residents of and citizens of the UNITED STATES OF AMERICA and/or CANADA.

The directors of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XXII
Classification of Directors

The directors of this corporation shall be voted upon for election once every two (2) years, with no classification set by these Articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XXIII
No Removal of Directors

The shareholders of this corporation shall not be entitled to remove any director from office during his or her term.

ARTICLE XXIV
Limitations of Power of Committees

No committee of directors of this corporation shall have or exercise the power of limitations other than imposed by Florida or Federal law.

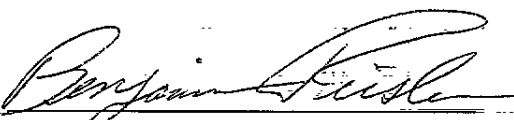
ARTICLE XXV
Directors Quorum and Voting

Fifty percent (50%) of the directors shall constitute a quorum for a meeting of the directors. The affirmative vote of 50 percent (50%) of the directors present shall be the act of the board of directors.

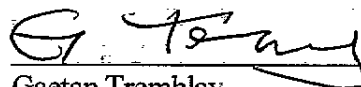
ARTICLE XXVI
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them. Any right conferred by the shareholders is subject to this reservation.

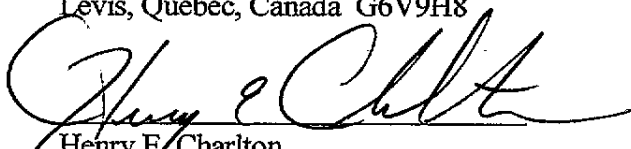
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 27 day of July, 2001.



Benjamin Reisler
5404 Blvd de la Rive Sud
Bur 161
Levis, Quebec, Canada G6V9H8



Gaetan Tremblay
2600 Ave Pierre Dupuy
Montreal, Quebec, Canada H3C3R6



Henry E. Charlton
9102 Herlong Road
Jacksonville, Florida 32210