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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 460553 3623A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : September 6, 2001

ORDER TIME : 10:44 AM

ORDER NO. : 460553-005

CUSTOMER NO: 3623A

CUSTOMER: Ms. Vicki Pereira
Robert E. Cobb, Esq

400004572704--3

4530 North Federal Highway
Fort Lauderdale, FL 33308

DOMESTIC FILING

NAME: SQUADRON 23-D, 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: Susie Knight - EXT. 1156
EXAMINER'S INITIALS: _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 SEP -6 AM 11:30

NOT RECORDED
TO BE RECORDED
SUFFICIENCY OF FILING

CERTIFICATE OF INCORPORATION
OF
SQUADRON 23-D, INC.

We, the undersigned, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

I.

The name of this corporation shall be:

SQUADRON 23-D, INC.

II.

The purposes for which this corporation is formed is to do all and any of the things hereinafter set forth to the same extent as natural persons might or could do, namely: To engage generally in the business of inspecting, repairing, restoring, owning, operating, and otherwise dealing with, personal property of all types and kinds relating to the aircraft sales, service, delivery, avionics, engines, both piston and jet, and any and all other types of equipment, parts, components, and component systems relating to the aircraft or marine industry; including remanufacturing and rebuilding aircraft and aircraft components;

To engage generally in the business of providing advice and consultation relating to manufacturing, distribution, service, personnel management, training, re-training, and any and all other services to any and all persons, firms or corporations;

To purchase and sell businesses, real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, or doing any work in connection with any and all types of buildings and improvements of any kind and nature whatsoever, including the locating, laying out, and construction of roads, avenues, slips, canals, walls, power plants and generally all classes of buildings, erections and works, both public and private, or integral parts thereof;

To purchase, lease, or otherwise acquire, and to hold, own, sell or dispose of real and personal property of all kinds, and in particular, lands, buildings, business concerns and undertakings of any kind, shares of stock, mortgages, bonds, debentures, and other securities, merchandise, book debts, and claims, trademarks, tradenames, and any interest in real and personal property. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures, or other obligations from time to time, for the purchase of property or for any other purpose in or about the business of the corporation, and, if deemed proper, to secure the payment of any such obligation by mortgage, pledge, deed of trust, or otherwise. To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or

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corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith, to acquire the good will and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business;

To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation;

To carry on the business of the corporation in any place or places within or without the jurisdiction of the United States of America, and in any and all countries, and to purchase, hold, mortgage, convey, lease, or otherwise dispose of or deal with real and personal property at such place or places;

To make, enter into, perform and carry out contracts of every sort and kind which may be necessary or convenient to the business of the corporation, or business of a similar nature, with any persons, firms, corporation, either private, public, or municipal body politic under the Government of the United States of America, or any State or Country, Territory or Colony thereof, or any foreign government, so far as, and to the extent that the same may be done and performed by corporations organized under the laws of the State of Florida pertaining to corporations for profit. To do all and everything necessary, suitable and proper for the purpose, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with any other corporation or corporations, firms, or individuals and either as principal or agent, and to do all or any and every other act, thing or things, incidental to or appurtenant to or growing out of or connected with the aforesaid objects, purposes, or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner, the general powers of the corporation, and the enjoyment and exercise of such general powers as are conferred upon corporations for profit, organized under the Laws of the State of Florida, pertaining to corporations for profit.

III.

The authorized capital stock of this Corporation shall be 7,500 share of Common Stock having a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor, or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. These shares of stock shall be offered in accordance with Section 1244 of the Internal Revenue Code of the United States of America. Property, labor or services may be purchased and paid for with Capital Stock of this Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. The amount of Capital with which this corporation shall commence business shall be no less than Five Hundred (\$500.00) Dollars.

IV.

This Corporation shall have perpetual existence.

V.

The principal place of business of this corporation shall be:

**Hangar 23-D
2401 N. W. 55th Court,
Ft. Lauderdale Executive Airport,
Ft. Lauderdale, FL 33309.**

VI.

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year, or until their successors are elected, are:

MARVIN GOOD P. O. Box 1893
Pompano Beach, FL 33061,

VII.

The names and post office addresses of the Officers of this Corporation, who shall hold office for the first year, or until their successors are elected, are:

President/Secretary, **MARVIN GOOD**
P. O. Box 1893
Pompano Beach, FL 33061

VIII.

The number of Directors of this Corporation shall be not less than one, nor more than five.

IX.

The registered office and the initial post office address of the principal office of the Corporation in the State of Florida is:

**Hangar 23-D
2401 N. W. 55th Court
Ft. Lauderdale Executive Airport
Ft. Lauderdale, FL 33309.**

and **MARVIN GOOD** has been named as the Registered Agent of the Corporation, and his address is: **Hangar 23-D, 2401 N. W. 55th Court, Ft. Lauderdale Executive Airport, Ft. Lauderdale, FL 33309.**

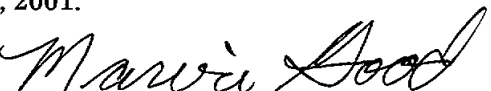
The Board of Directors may from time to time move the principal office of the corporation to any other address within or without the State of Florida.

X.

The names and post office address of the subscriber to this Certificate of Incorporation, and the number of shares of stock which he agrees to take, paying therefor One Dollar (\$1.00) for each share, is as follows:

MARVIN GOOD P. O. Box 1893
Pompano Beach, FL 33061

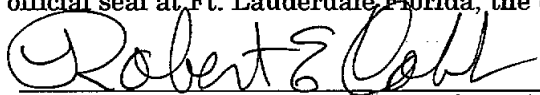
IN WITNESS OF THE OF THE FOREGOING, I have hereunto set my hand
and seal this 5th day of September, 2001.

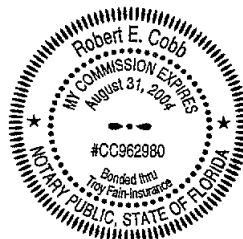

MARVIN GOOD

STATE OF FLORIDA
COUNTY OF HIGHLANDS

I HEREBY CERTIFY that on this 5th day of September, 2001,
personally came before me, the undersigned authority, MARVIN GOOD, to
me well known, and known to me to be the person of that name described in
and who executed the foregoing Certificate of Incorporation, and who
acknowledged before me that said execution was his free and voluntary act
and deed for the purposes therein expressed.

WITNESS my hand and official seal at Ft. Lauderdale, Florida, the day
and year first above written.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

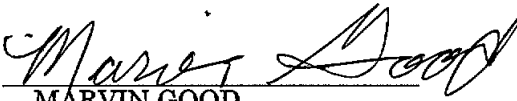


CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, FLORIDA STATUTES, the following
is submitted, in compliance with said Act:

FIRST: That SQUADRON 23-D, INC. is desiring to organize under
the Laws of the State of Florida, with its principal office as indicated on the
Certificate of Incorporation in the City of Fort Lauderdale, Florida, has
named MARVIN GOOD, located at Hangar 23-D, 2401 N. W. 55th Court, Ft.
Lauderdale Executive Airport, Ft. Lauderdale, Florida 33309, as its agent to
accept Service of Process within this State.

ACKNOWLEDGMENT: Having been named to accept Service of
Process for the above stated corporation, at the place designated in this
Certificate, I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.

By: 
MARVIN GOOD
Registered Agent

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TALLAHASSEE, FLORIDA