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ARTICLES OF INCORPORATION

OF

AVIATION PLUS 38, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is AVIATION PLUS 38, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and mailing address of the Corporation is 11310 SW 200 Street, Miami, Florida 33157.

ARTICLE III

This Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of the shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 11310 SW 200 Street, City of Miami, County of Miami-Dade, State of Florida 33157, and the name of its initial registered agent at such office is Euripides Diaz.

<u>ARTICLE VI</u>

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. The number of directors constituting the initial Board of Directors is three, and the names and

addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

x.i.

Euripides Diaz 11310 SW 200 Street Miami, Florida 33157

Emilia Diaz 11310 SW 200 Street Miami, Florida 33157

Natali Diaz 11310 SW 200 Street Miami, Florida 33157

ARTICLE VII

The name of the Incorporator is Euripides Diaz. and the address of the Incorporator is 11310 SW 200 Street, Miami, Florida 33157.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

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

Euripides Diaz, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of AVIATION PLUS 38, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such positions, as provided in Florida Statutes §607.0505.

Euripides Diaz, Registered Agent

Dated: ______, 2001

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SECRETARY OF STATE
TAIL AHASSEF, FLORIDA