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HAL SPENCE, P.A.

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December 28, 2001

Department of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, FL 32301

Re: Aviation Aire, Inc.

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$78.75 for the filing fee and one certified copy. This document is being sent to you via Federal Express in order for the corporate existence to commence as of the date of the acknowledgment of the Articles of Incorporation.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to contact my office.

Very truly yours,



Hal Spence

HS/tm

Enclosures

FILED
01 DEC 31 AM 8:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

AVIATION AIRE, INC.

FILED

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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 1. Name. The name of the Corporation is: AVIATION AIRE, INC.

Article 2. Address of principal office. The address of the principal office of the corporation is 8990 International Drive, Orlando, FL 32819, and the mailing address of the corporation is 1982 State Road 44 - #305, New Smyrna Beach, Florida 32168.

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish the

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 6. Initial Registered Office and Agent. The initial Registered Agent is Hal Spence and the street address of the initial Registered Office of the Corporation is 221 N. Causeway, New Smyrna Beach, FL 32169.

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one.

Article 8. Incorporator. The name and address of each
Incorporator is as follows:

Incorporator
Michael Young

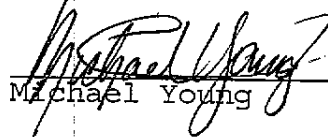
Incorporator's Address
1682 Imperial Palm Drive
Apopka, FL 32712

Articles 9. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 10. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 11. Commencement of Corporate Existence. In accordance with Section 607.0123, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 19 day of DEC, 2001.

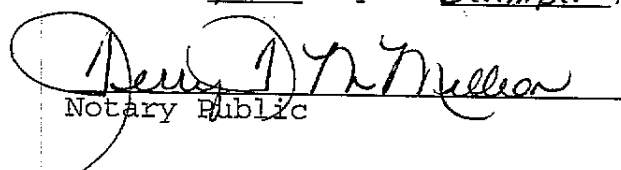

Michael Young

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me personally appeared MICHAEL YOUNG, who produced MICHAEL YOUNG as identification and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of December, 2001.

My commission expires:


Notary Public



Terry T. McMillian
MY COMMISSION # CC895857 EXPIRES
January 9, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of AVIATION AIRE, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 28th day of December, 2001.



Hal Spence, Registered Agent

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TALLAHASSEE FLORIDA