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FLORIDA PROFIT CORPORATION OR P.A.

A & A HOLDINGS AVIATION GROUP CORP.

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**ARTICLES OF INCORPORATION
OF**

A & A HOLDINGS AVIATION GROUP CORP.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

Article I

NAME

The name of the corporation is **A & A HOLDINGS AVIATION GROUP CORP.**
and the principal address shall be
8323 NW 12ST SUITE 204 MIAMI, FLORIDA 33126

Article II

DURATION

The Corporation shall exist perpetually. Corporate existence shall commence upon filing by The Department of State.

Article III

NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of The United States and under the Laws of The State of Florida.

Article IV

CAPITAL STOCK

- 1.- **Authorized Capital.** The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of stock with one dollar (1.00) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.
- 2.- **Preemptive Rights:** Shareholders shall have no preemptive rights.
- 3.- **Cumulative voting:** Cumulative voting shall not be permitted.

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Article V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:
8323 NW 12TH STREET SUITE 204 MIAMI, FL 33126
and the name of the initial registered agent of this corporation at that address is
ALFREDO FERREIRO

Article VI

DIRECTOR

- 1.- **Number.** This corporation shall have one (1) Director initially. The number of directors may be increased from time to time by the by-laws, but shall never be less than one.
- 2.- **Initial Director.** The name and street address of the Director(s) of the corporation are:

Name	Address
ALFREDO FERREIRO President	8323 NW 12 TH STREET SUITE 204 MIAMI, FL 33126
- 3.- **Compensation.** The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.
- 4.- **Indemnification.** The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but The Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

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Article VIII

INCORPORATOR

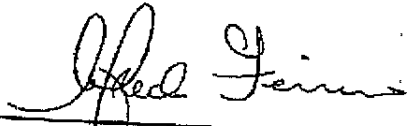
ALFREDO FERREIRO
8323 NW 12TH STREET SUITE 204
MIAMI, FL 33126

Article IX

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the shareholders is subject this reservation.

IN WITNESS WHEREOF, The Incorporator has executed these articles this 15 day
OF MARCH 2002.


ALFREDO FERREIRO

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation
Organized under the laws of the State of Florida, submits the following statement in designating the
Registered office / registered agent, in the State Florida.

1.- The name of the corporation is :

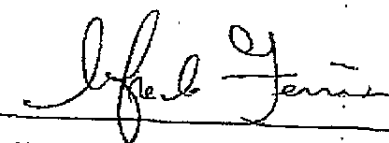
A & A Holding Aviation Group Corp.

2.- The name & address of the registered agent and office is:

Alfredo Ferreiro
6323 NW 12th Street
Suite 204
Miami, Florida 33126

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICES OF PROCESS FOR
THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN
THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR
WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT

SIGNATURE



ALFREDO FERREIRO
March 15, 2002

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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