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LAW OFFICES
JARVIS & ASSOCIATES, P.A.

The Atrium
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Coral Gables, FL 33146

James W. Jarvis
Aylin Fraxedas
Bryan P. Winters †

† also admitted to the Territorial and
Federal Bars of the U.S. Virgin Islands

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September 11, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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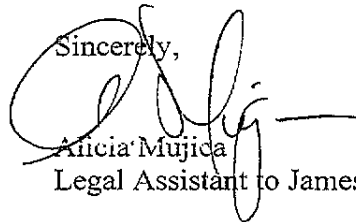
Re: *Grove Helicopters, Inc.*

Dear Madam/Sir:

Enclosed please find original Articles of Incorporation for Grove Helicopters, Inc. for filing with the Secretary of State. Also, enclosed please find our check number 5450 in the amount of \$78.75 for the respective filing fees.

If you have any questions please do not hesitate to contact me at your earliest convenience.

Sincerely,


Alicia Mujica
Legal Assistant to James W. Jarvis,

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 SEP 16 AM 9:51

/am
Enclosures

412 26175
✓

SEP 16 2002

ARTICLES OF INCORPORATION

OF

GROVE HELICOPTERS, INC.

THE UNDERSIGNED, being of legal age, does hereby, for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporation, make the following:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: Grove Helicopters, Inc.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States, and of this State.

ARTICLE III

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to laws.

ARTICLE IV

CAPITAL STOCK

The capital stock of this corporation shall be One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

PRINCIPAL OFFICE

The initial principal office shall be at 115 Northwest 167 Street, Third Floor, North Miami, Florida 33169.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 SEP 16 AM 9:51

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator and subscriber of this corporation is:

Granvil Tracy
115 Northwest 167 Street
Third Floor
North Miami, Florida 33169

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation shall be at least two
(2).

ARTICLE VIII

REGISTERED AGENT

The registered agent and his address is James W. Jarvis, Jarvis & Associates, P.A., 1500 San Remo, Suite #145, Coral Gables, FL 33146.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation, to do business both within and without the State of Florida, under the laws of Florida, does make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto sets his hand and seal this 10th day of September, 2002.



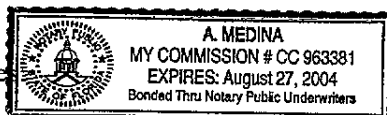
GRANVIL TRACY

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Granvil Tracy to me well known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of September, 2002.

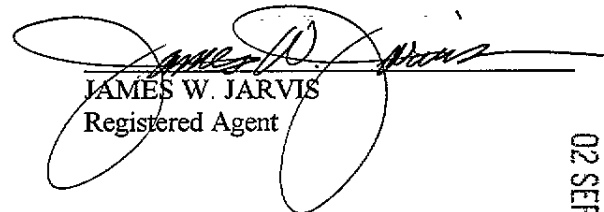
My Commission Expires




Notary Public
State of Florida

ACKNOWLEDGMENT

The undersigned having been named Registered Agent to accept service of process for Grove Helicopter, Inc., at 1500 San Remo, Suite #145, Coral Gables, FL 33146 designated in the Articles of Incorporation, hereby agrees to act in this capacity and agrees to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.


JAMES W. JARVIS
Registered Agent

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