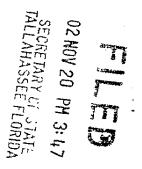


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TRANSMITTAL LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT:	HEROTORBINE		
	(PROPOSED CORPORA	TE NAME – <u>MUST INCL</u>	UDE SUFFIX)
Enclosed are an orig	rinal and one (1) copy of the art	icles of incorporation an	d a check for:
\$70.00 Filing Fee	\$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy ADDITIONAL CO	& Certificate of Status
FROM:	7200 N.W. 19	Address	
	MIAMI, FLOK		777

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation in compliance with Chapters 607 and/or 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: AeroTurbine Capital Corp.

ARTICLE II ___ EFFECTIVE DATE

The effective date this corporation shall commence existence is: November 19, 2002

ARTICLE III PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be: 7200 N.W. 19th Street, Suite 402, Miami, Florida 33126.

ARTICLE IV PURPOSE

The purpose for which this corporation is organized is to conduct any business permitted under applicable law.

ARTICLE V SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one thousand (1,000) shares of common with no par value.

ARTICLE VI INITIAL OFFICERS/DIRECTORS AND STREET ADDRESS

The names, street addresses, and titles of the initial officers and directors of the corporation are:

Name: Address: <u>Title</u>:

Nicolas Finazzo 7200 N.W. 19th Street, Suite 402 Chief Executive Officer

Miami, Florida 33126

Robert B. Nichols 7200 N.W. 19th Street, Suite 402 Chief Operating Officer

Miami, Florida 33126

ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is: Nicolas Finazzo, 7200 N.W. 19th Street, Suite 402, Miami, Florida 33126.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: Nicolas Finazzo, 7200 N.W. 19th Street, Suite 402, Miami, Florida 33126.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Midas Mayer Signature/Registered Agent

November 19, 2002

Date

Midas Emayer
Signature/Incorporator

November 19, 2002

