

**Electronic Articles of Incorporation
For**

P04000031615
FILED
February 17, 2004
Sec. Of State

PHOENIX AIRCRAFT LEASING III, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

PHOENIX AIRCRAFT LEASING III, INC.

Article II

The principal place of business address:

7840 N.W. 67TH STREET
MIAMI, FL. US 33166

The mailing address of the corporation is:

7840 N.W. 67TH STREET
MIAMI, FL. US 33166

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

500 SHARES AT \$1.00 PAR VALUE PER SHARE

Article V

The name and Florida street address of the registered agent is:

PETER M HOCKMAN ESQ.
550 BILTMORE WAY
SUITE 780
CORAL GABLES, FL. 33134

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: PETER M. HOCKMAN, ESQ

Article VI

The name and address of the incorporator is:

CORPORATION SERVICE COMPANY
1201 HAYS STREET

TALLAHASSEE, FL 32301

Incorporator Signature: DEBORAH D. SKIPPER

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PD
JAMES A BRIAN JR.
7840 N.W. 67TH STREET
MIAMI, FL. 33166 US

Title: TD
SCOTT BRIAN
7840 N.W. 67TH STREET
MIAMI, FL. 33166 US

Title: SD
JAMES A BRIAN III
7840 N.W. 67TH STREET
MIAMI, FL. 33166 US