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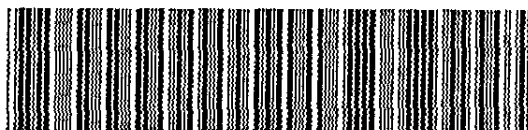
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FILED
04 FEB 25 AM 7:30
SECTION 1 STATE
TALLAHASSEE, FLORIDA

JULIE RASKU
6146 Hogan Creek Road
Margate, FL33063
754-264-3451

January 30, 2004

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

To Whom It May Concern,

Please find 2 copies of the Articles of Incorporation for

INNOVATIVE AVIATION SYSTEMS, INC.

Included is a check for \$78.75 for filing fees and a certified copy. Please send filed copy of articles to the above listed address. If you have any questions, please do not hesitate to contact me at the number listed above.

Thank you for your time.

Sincerely,

Julie Rasku

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges, and immunities of corporation for profit.

ARTICLE I NAME

The name of this corporation shall be as follows:

INNOVATIVE AVIATION SYSTEMS, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of share of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of common stock, of one dollar (\$1.00) par value.

ARTICLE IV INITIAL STOCK

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

ARTICLE V TERMS OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI ADDRESS

The initial street address in the State of Florida of the principal office and office of Board of Directors and incorporators shall be as follows:

19050 SE CROSSWINDS LANE
JUPITER, FLORIDA 33478

The Board of Directors may from time to time move the principal office to any other address in the state of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one director (s) initially. The number of directors may be either increased or decreased by the by-laws adopted by the shareholders but shall never be less than one. The name and addresses of the initial Director (s) of the Corporation are:

ROBERT GROSS
19050 SE CROSSWINDS LANE
JUPITER, FLORIDA 33478

JOHN MCPEEK
12755 GLADE SPRINGS DRIVE S.
JACKSONVILLE, FL 32246

KEVIN SHELTON
111 KINGS GRANT DRIVE
YORKTOWN, VA 23692

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator:

ROBERT GROSS
19050 SE CROSSWINDS LANE
JUPITER, FLORIDA 33478

ARTICLE IX BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Director and shareholders.

ARTICLE X AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments to them, and any right conferred upon the shareholder is subject to this reservation.

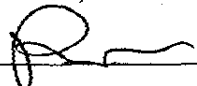
ARTICLE XI SUB CHAPTER S CORPORATION

This corporation may elect to become a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII REGISTERED AGENT AND OFFICE

The Registered Agent, as listed below with address, hereby accepts said designation by signature below

ROBERT GROSS
19050 SE CROSSWINDS LANE
JUPITER, FLORIDA 33478

x 

THE UNDERSIGNED, as subscribing incorporator, have hereinto set our hand and seal on 2-24, 2004 for the purpose of forming this Corporation under the laws of the State of Florida, and hereto make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true and correct.

x 
ROBERT GROSS