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LAW OFFICES OF
BAXTER, STROHAUER, MANNION & SILBERMANN, P.A.

FIRST NATIONAL BANK OF FLORIDA BUILDING, SUITE 300
1150 Cleveland Street
Clearwater, FL 33755

JAMES A. BAXTER (of Counsel)
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GALE SILBERMANN

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October 6, 2004

Via UPS Label No. 1Z F23 V17 22 1001 6206

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation of AerPro Enterprises, Inc.


Dear Sir or Ms.:

Enclosed for filing with your office are an original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent and Acceptance for the above-referenced corporation, along with a check in the amount of \$78.75 to cover fees. Please return a certified copy to the undersigned at the above address.

Thank you in advance for your attention to this matter.

Very truly yours,

BAXTER, STROHAUER, MANNION
& SILBERMANN, P.A.



Gale Silberman

GS/kat
Enclosure

**ARTICLES OF INCORPORATION
OF
AERPRO ENTERPRISES, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE 1 - NAME: The name of this Corporation is:

AerPro Enterprises, Inc.

ARTICLE 2 - PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation is:

2112 Sunnydale Blvd., Unit L
Clearwater, FL 33765

ARTICLE 3 - DURATION: The term of existence of the Corporation is perpetual.

ARTICLE 4 - PURPOSE: This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE 5 - CAPITAL STOCK: This Corporation is authorized to issue One Thousand (1,000) shares of common stock, having a par value of One Dollar (\$1.00) per share.

Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise participate in all such meetings and the assets of the Corporation. The stock shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of said shares. The stock may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE 6 - PRE-EMPTIVE RIGHTS: The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

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TALLAHASSEE, FLORIDA

ARTICLE 7 - INITIAL REGISTERED OFFICE AND AGENT:

A. Registered Office: The address of the initial registered office of this Corporation is:

1150 Cleveland Street, Suite 300
Clearwater, FL 33755

B. Registered Agent: The name of the initial registered agent of this Corporation at that address is:

Gale Silbermann, Esquire

ARTICLE 8 - INITIAL BOARD OF DIRECTORS: This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one (1). The name and address of each initial director of this corporation is:

Stephanie Head
2112 Sunnydale Blvd., Unit L
Clearwater, FL 33765

Terry A. Werner
2112 Sunnydale Blvd., Unit L
Clearwater, FL 33765

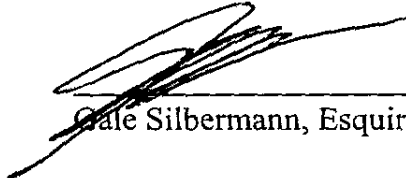
ARTICLE 9 - INCORPORATOR: The name and post office address of the sole incorporator is:

Gale Silbermann, Esquire
1150 Cleveland Street, Suite 300
Clearwater, FL 33755

ARTICLE 10 - INDEMNIFICATION. The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

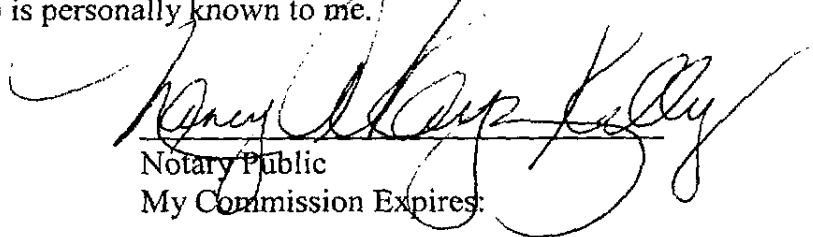
ARTICLE 11 - AMENDMENT: This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of October, 2004.


Gale Silberman, Esquire

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 6th day of October, 2004, by GALE SILBERMANN, who is personally known to me.


Notary Public
My Commission Expires:

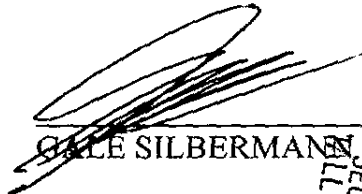


Nancy A. Karpowicz-Kelly
My Commission DD045267
Expires July 26, 2005

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of registered agent and to accept service of process for the above stated Florida corporation, at the place designated in the articles of incorporation. I further agree to comply with the provisions of all statutes relating to the proper performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

10/06/04
Date


GALE SILBERMANN

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TALLAHASSEE, FLORIDA