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ARTICLES OF INCORPORATION OF GLOBAL ARROW CORPORATION

THE UNDERSIGNED incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (hereinafter referred to as the "Act") execute the following Articles of Incorporation.

1. NAME.

The name of the Corporation is GLOBAL ARROW CORPORATION, INC.

2. PURPOSES.

The purposes for which the Corporation is formed are:

2.1. To engage in and conduct a general business of merchandising aircraft and related products, parts and accessories, including without limitation, the manufacture, assembly, purchase, sale, lease, license, franchise and otherwise to deal in all of such products, to consult and instruct in the application and use of aircraft and related products parts and accessories; all of such merchandising consulting and instruction to be performed either alone or together with any other person, firm or corporation, or any combination thereof, as principal or agent, partner or co-adventurer, lessor or lessee, licensor or licensee, franchisor, or franchisee, and in general to engage in any lawful business or businesses which is reasonably calculated, directly or indirectly, to promote the interests of the corporation and to enhance the value of its properties;

2.2. To engage in any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act;

2.3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above, including, but not limited to, the following:

- a. To sue and to be sued, complain, and defend in its corporate name;
- b. To have a corporate seal, which may be altered at will, and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- c. To purchase, lease, receive, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- d. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or part of its property;
- e. To lend money to, and to use its credit to assist its officers and employee in accordance with Section 607.0833, Florida Statutes;
- f. To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- g. To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations, (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income, and make contracts of guaranty or suretyship, which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a


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majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed necessary or convenient to the conduct, promotion, or attainment of the business, of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

h. To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

i. To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;

j. To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

k. To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state for managing the business and regulating the affairs of the corporation;

l. To make donations for the public welfare or for charitable, scientific, or educational purposes;

m. To transact any lawful business that will aid governmental policy;

n. To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

o. To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents, and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

p. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death, shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

q. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other entity.

r. To cease doing business and to dissolve and surrender its corporate franchise; and

s. To do all acts and things necessary, convenient or expedient to carry out the purposes for which it is formed, but shall not be deemed to possess the power of carrying on the business of receiving deposits of money, bullion or foreign coins, or of issuing bills, notes or other evidences of debt for circulation as money.

2.4. The foregoing clauses shall be construed as powers as well as purposes, and the matters expressed in such clause shall, except if otherwise expressly provided, be in no wise limited, by reference to or inference from the terms of any other clause, but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. The corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by The Florida Business Corporation Act to corporations organized thereunder, and all the powers conferred by all the acts heretofore or hereafter amendatory of or supplemental to the said Act or the said laws; and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted or conferred by the said Act or the said laws now or hereafter in force; provided, however, that the corporation shall not in any state, territory, district, possession or county carry on any business or exercise any powers which a corporation organized under the laws thereof could not carry on or exercise.

3. PERIOD OF EXISTENCE.

The period during which the Corporation shall continue is perpetual.


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4. REGISTERED AGENT AND PRINCIPAL OFFICE.

4.1. Registered Agent. The name and address of the Registered Agent in charge of the Corporation's principal office is

Rodrigo Otavio Goncalves
8325 N.W. 68th Street
Miami, FL 33166-262

4.2. Principal Office. The post office address of the principal office of the Corporation is

8325 N.W. 68th Street
Miami, FL 33166-262

5. SHARES.

5.1. Number of Shares: The total number of shares which the Corporation is to have authority to issue is One Thousand (1,000).

- a. The number of authorized shares which the corporation designates as having par value is zero (-0-).
- b. The number of authorized shares which the corporation designates as without par value is One Thousand (1,000).

5.2. Terms of Shares:

5.2.1. Designation Of Capital Stock. One Thousand (1000) shares of the authorized capital stock without par value shall be known as the "Capital Stock" of the Corporation.

5.2.2. Dividends. The holders of the Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, out of the surplus earnings, or net profits of the Corporation, dividends, payable either in cash, in property, or in shares of the capital stock of the corporation.

(a). Limitation Upon Dividends. No dividends shall be paid upon the Capital Stock of the Corporation

- (i) Out of surplus due to or arising from unrealized appreciation in value, or from a revaluation of assets; or
- (ii) If the corporation is, or is thereby rendered, insolvent; or
- (iii) If the capital of the Corporation meaning the aggregate amount paid in on the shares of its capital stock issued and outstanding, is thereby impaired.

5.2.3. Distribution On Capital Stock In Event Of Dissolution, Etc. In the event of any voluntary or involuntary dissolution, liquidation or winding up of the corporation, the holders of the capital stock shall be entitled, after due payment or provision for payment of the debts and other liabilities of the corporation, to share ratably in the remaining net assets of the Corporation.

5.2.4. Issue Of And Consideration For Capital Stock. One Thousand (1000) shares of the Capital Stock shall



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be issued by the Board of Directors for such consideration as may be fixed by the Board of Directors.

5.2.5. Pre-Emptive Rights. The holders from time to time of the capital stock of the corporation shall have the right to purchase, at such respective equitable prices, terms and conditions (including pragmatic adjustments to avoid the issue of fractional shares) as shall be fixed by the Board of Directors, such of the shares of the capital stock of the corporation as may be hereafter issued, from time to time, whether constituting a part of the capital stock presently or subsequently authorized, including shares held in the treasury of the corporation, in respective ratios which the number of shares held by each shareholder at the respective times of such issues bears to the total number of shares issued and outstanding in the names of all shareholders at such respective times.

5.2.6. Equitable Interest In Shares Or Rights. The Corporation shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any person, whether or not the Corporation shall have notice thereof.

6. REQUIREMENTS PRIOR TO DOING BUSINESS.

The Corporation will not commence business until consideration of the value of at least \$1,000.00 (one thousand dollars) has been received for the issuance of shares.

7. DIRECTOR(S).

7.1. Number of Directors. The initial Board of Directors is composed one (1) member(s).

The number of directors may be from time to time fixed by the By-Laws of the Corporation at any number. In the absence of a By-Law fixing the number of directors, the number shall be one (1).

7.2. Names and Post Office Addresses of the Director(s). The name(s) and post office address(es) of the initial Board of Director(s) of the Corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>	<u>CITY STATE</u>	<u>ZIP</u>
Rodrigo Otavio Goncalves	8325 N.W. 68 th Street	Miami, Florida	33166-262

8. INCORPORATOR(S).

The name(s) and post office address of the incorporator of the Corporation is :

Rodrigo Otavio Goncalves
8325 N.W. 68th Street
Miami, Fl 33166-262

9. CONDUCT OF AFFAIRS OF CORPORATION. PROVISIONS FOR REGULATION OF BUSINESS AND CONDUCT OF AFFAIRS OF CORPORATION.

9.1. Meeting Of Shareholders. Meeting of the Shareholders of the Corporation shall be held at such place, within or without the State of Florida, as may be specified in the respective notices, or waivers of notice thereof.

9.2. Meeting Of Directors. Meeting of the Board of Directors of the Corporation, regular or special shall be held at such place within or without the State of Florida, as may be specified in the respective notices, or waivers of notice thereof.



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9.3. Action Without A Meeting. Any action required or permitted to be taken in any meeting of the Board of Directors of the Corporation or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board of Directors or Committee.

9.4. Code Of By-Laws. The shareholders of the Corporation shall have the sole power to make, alter, amend or repeal the Code of By-Laws of the Corporation.

9.5. Places Of Keeping Of Books Of Account, Etc. Subject to the limitations existing by virtue of the laws of the State of Florida, the books of account, records, documents and papers of the Corporation may be kept at any place or places within or without the State of Florida. Limitations on the place or places where the books of account, records, documents, and papers of the Corporation may be kept may be made from time to time by the Code of By-Laws of the Corporation.


9.6. Reliance By Directors On Books Of Account, Etc. Each Director of the Corporation shall be fully protected in relying in good faith upon the books of account of the Corporation or statements prepared by any of its officers and employees as to the value and amount of the assets, liabilities and net profits of the corporation, or any of such items; or in relying in good faith upon any other information pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

9.7. Provisions For Working Capital. The Board of Directors of the Corporation shall have power, from time to time, to fix and determine and to vary the amount to be reserved as working capital of the Corporation and, before the payment of any dividends or the making of any distribution of profits; it may set aside out of the next profits of the Corporation such sum or sums as it may from time to time in its absolute discretion determine to be proper whether as a reserve fund to meet contingencies or for the equalizing of dividends, or for repairing or maintaining any property of the Corporation, or for an addition to corporate surplus, or for any corporate purposes that the Board of Directors shall think conducive to the best interest of the Corporation, subject only to such limitations as the Code of By-Laws of the Corporation, from time to time impose.

9.8. Interest Of Directors In Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting to the Board of Directors of the Corporation, which acts upon, or in reference to, such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed in writing to the shareholders and the shareholders shall, nevertheless, authorize, approve and ratify such contract or transaction by an affirmative vote of a majority of the shareholders.

9.9. Amendment Of Articles Of Incorporation. The Corporation reserves the right to increase or decrease its authorized capital stock, or any class or series thereof, and to reclassify the same, and to amend, alter, change or repeal any provisions contained in the Articles of Incorporation or to any amendment hereto, or to add any provision to the Articles of Incorporation as to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of the Florida Business Corporation Act or any amendment thereto, or by the provisions or any other applicable statute of the State of Florida; and all rights conferred upon Shareholders in the Articles of Incorporation or any amendment hereto are granted subject to this reservation.

9.10. Removal of Directors. At a meeting of shareholders called expressly for that purpose, directors may be removed in the manner provided in this section. Any or all of the members of the board of directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.



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ARTICLES OF INCORPORATION OF GLOBAL ARROW CORPORATION

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9.11. Execution of Instruments. Formal contracts, promissory notes, mortgages, and other evidences of indebtedness, and other corporate instruments or documents, and certificates of shares of stock owned by the corporation, shall be executed, signed, or endorsed only as expressly provided or otherwise authorized in the bylaws of the corporation.

IN WITNESS HEREOF, the undersigned, being all of the incorporators designated in Article VII, execute these Articles of Incorporation and certify to the truth of the facts herein stated, this 21st day of February, 2005.


GLOBAL ARROW CORPORATION

By: 
Title: President

WITNESS

By: 
Dennis Michael Craig
19201 S.W. 54th Place
Fort Lauderdale, FL, 33332

WITNESS

By: 
Thomas Robert Miller
6340 N.W. 114th Avenue, Suite 101
Miami, FL, 33178

This instrument was prepared by Marcus Kimminau Soares, Esq., Attorney at Law, of 1548 Brickell Avenue, Miami, Florida 33129.

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