

LAW OFFICES

ROBERT E. COBB  
4530 NORTH FEDERAL HIGHWAY  
FORT LAUDERDALE, FLORIDA 33308

PHONE (305) 772-4460  
FAX NO. (305) 771-0925

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-01/03/95--01127--020  
\*\*\*\*122.50 \*\*\*\*122.50

January 29, 1995  
Secretary of State  
Division of Corporations  
Tallahassee, Florida 32310

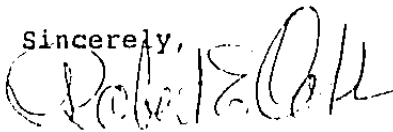
Re: PERFORMANCE LEASING CORPORATION

To Whom It May Concern:

Enclosed please find one original Articles of Incorporation along with a copy for the captioned corporation along with my check in the amount of \$122.50 which represents the filing fee. Please provide me with a certified copy of the Articles of Incorporation after it has been filed.

If you have any questions regarding this matter, please do not hesitate to contact my office. Thank you for your cooperation in this matter.

Sincerely,



ROBERT E. COBB

/vp  
enclosures

FILED  
95 JAN 13 AM 7:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN JAN 13 1995



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 5, 1995

ROBERT E. COBB, ESQ.  
4530 N. FEDERAL HIGHWAY  
FORT LAUDERDALE, FL 33308

SUBJECT: PERFORMANCE LEASING CORPORATION  
Ref. Number: W9500000228

We have received your document for PERFORMANCE LEASING CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of Incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 295A00000358

**CERTIFICATE OF INCORPORATION**  
**OF**  
**PERFORMANCE LEASING CORPORATION**

95 JAN 13 AM 7:46  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

I.

The name of this corporation shall be:

**PERFORMANCE LEASING CORPORATION**

II.

The purposes for which this corporation is formed is to do all and any of the things hereinafter set forth to the same extent as natural persons might or could do, namely:

To engage generally in the business of owning, operating, and otherwise dealing with, personal property of all types and kinds, providing leasing and financing for the purchase and sale of personal property of all kinds and types, and particularly relating to the aircraft sales, service, delivery, sales of avionics, sales of engines, both piston and jet, and any and all other types of equipment, parts, components, and component systems relating to the aircraft or marine industry,

To engage generally in the business of providing advice and consultation relating to man-uufacturing, distribution, service, personnel managment, training, re-training, and any and all other services to any and all persons, firms or corporations,

To purchase and sell businesses, real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, or doing any work in connection with any and all types of buildings and improvements of any kind and nature whatsoever, including the locating, laying out, and construction of roads, avenues, slips, canals, walls, power plants and generally all classes of buildings, erections and works, both public and private, or integral parts thereof;

To purchase, lease, or otherwise acquire, and to hold, own, sell or dispose of real and personal property of all kinds, and in particular, lands, buildings, business

concerns and undertakings of any kind, shares of stock, mortgages, bonds, debentures, and other securities, merchandise, book debts, and claims, trademarks, tradenames, and any interest in real and personal property. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures, or other obligations from time to time, for the purchase of property or for any other purpose in or about the business of the corporation, and, if deemed proper, to secure the payment of any such obligation by mortgage, pledge, deed of trust, or otherwise. To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith, to acquire the good will and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business;

To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation;

To carry on the business of the corporation in any place or places within or without the jurisdiction of the United States of America, and in any and all countries, and to purchase, hold, mortgage, convey, lease, or otherwise dispose of or deal with real and personal property at such place or places;

To make, enter into, perform and carry out contracts of every sort and kind which may be necessary or convenient to the business of the corporation, or business of a similar nature, with any persons, firms, corporation, either private, public, or municipal body politic under the Government of the United States of America, or any State or Country, Territory or Colony thereof, or any foreign government, so far as, and to the extent that the same may be done and performed by corporations organized under the laws of the State of Florida pertaining to corporations for profit. To do all and everything necessary, suitable and proper for the purpose, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with any other corporation or corporations, firms, or individuals and either as principal or agent, and to do all or any and every other act, thing or things, incidental to or appurtenant to or growing out of or connected with the aforesaid objects, purposes, or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner, the general powers of the corporation, and the enjoyment and exercise of such general powers as are conferred upon corporations for profit, organized under the Laws of the State of Florida, pertaining to corporations for profit.

### III.

The authorized capital stock of this Corporation shall be 7,500 share of Common Stock having a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor, or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. These shares of

stock shall be offered in accordance with Section 1244 of the Internal Revenue Code of the United States of America. Property, labor or services may be purchased and paid for with Capital Stock of this Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. The amount of Capital with which this corporation shall commence business shall be no less than Five Hundred (\$500.00) Dollars.

IV.

This Corporation shall have perpetual existence.

V.

The principal place of business of this corporation shall be:  
1685 West Commercial Boulevard, Terminal 42-D  
Fort Lauderdale, FL 33309.

VI.

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year, or until their successors are elected, are:

<b>WILLIAM NARDONE</b>	4321 N. W. 10th Street, Coconut Creek, FL 33066
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VII.

The names and post office addresses of the Officers of this Corporation, who shall hold office for the first year, or until their successors are elected, are:

<b>President/Secretary,</b>	<b>WILLIAM NARDONE,</b> 4321 N. W. 10th Street, Coconut Creek, FL 33066
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VIII.

The number of Directors of this Corporation shall be not less than one, nor more than five.

IX.

The principal office address of this Corporation in the State of Florida is:

1685 West Commercial Boulevard, Terminal 42-D,  
Fort Lauderdale, FL 33309.

and ROBERT E. COBB has been named as the Registered Agent of the Corporation, and his address is: 4530 North Federal Highway, Ft. Lauderdale, FL 33308.

The Board of Directors may from time to time move the principal office of the corporation to any other address within or without the State of Florida.

The Board of Directors may from time to time move the principal office of the corporation to any other address within or without the State of Florida.

X.

The names and post office address of the subscriber to this Certificate of Incorporation, and the number of shares of stock which he/she agrees to take, paying therefor One Dollar (\$1.00) for each share, is as follows:

William Nardone                      4321 N. W. 10th Street,  
Coconut Creek, FL 33066

NUMBER OF SHARES                      500

IN WITNESS OF THE OF THE FOREGOING, I have hereunto set my hand and seal this 28<sup>th</sup> day of December, 1994.

William Nardone  
WILLIAM NARDONE

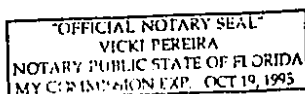
STATE OF FLORIDA ]

COUNTY OF BROWARD ]

I HEREBY CERTIFY that on this 28 day of December, 1994, personally came before me, the undersigned authority, WILLIAM NARDONE, to me well known, and known to me to be the person of that name described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that said execution was his free and voluntary act and deed for the purposes therein expressed.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, and State of Florida the day and year first above written.

Vicki Pereira  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE



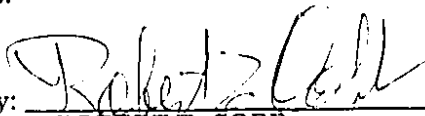
CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, FLORIDA STATUTES, the following is  
submitted, in compliance with said Act:

FIRST: That PERFORMANCE LEASING CORPORATION is desiring to  
organize under the Laws of the State of Florida, with its principal office as  
indicated on the Certificate of Incorporation in the City of Fort Lauderdale, Florida,  
has named ROBERT E. COBB, located at 4530 North Federal Highway, Fort  
Lauderdale, Florida 33308, as its agent to accept Service of Process within this  
State.

ACKNOWLEDGMENT: Having been named to accept Service of Process for  
the above stated corporation, at the place designated in this Certificate, I hereby  
accept to act in this capacity, and agree to comply with the provisions of said Act  
relative to keeping open said office.

By: \_\_\_\_\_

  
ROBERT E. COBB  
Registered Agent

FILED  
95 JAN 13 AM 7:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA