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TO DIV CORP ELT FI P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortlum
Secretary of State

February 3, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: BRAVO DIVERS INC.
REF: W95000002520

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE LIST REGISTERED AGENTS ADDRESS IN ARTICLE VI.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Num. #: H95000001401
Letter Number: 595A00004743

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Morikuan
Secretary of State

February 3, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: BRAVO DIVERS INC.
REF: W95000002520

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

ARTICLES 4 THRU 7 ARE MISSING, PLEASE RESEND PAGES.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000001401
Letter Number: 395A00004682

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

6

ARTICLES OF INCORPORATION

OR

BRAVO DIVERS INC.

THE UNDERSIGNED INCORPORATORS to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

BRAVO DIVERS INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE III

PURPOSE

The General purpose or nature of business for which this Corporation is organized shall be:

- 1- Scuba instruction
- 2- Free diving instruction
- 3- All marine activities, promotions
- 4- Sale, repairs, import, export
- 5- Representations
- 6- Travel agency
- 7- TV and movie production
- 8- Scuba marketing and advertising
- 9- Maritime transport

Prepared by:
 Ignacio Siberio
 525 NW 27 AVE #100
 Miami, FL 33125
 305-643-5900

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H9 500 0001 401

MIAMI, FLORIDA

95 FEB - 6 AM 11:30

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2. To conduct a business in, have one or more offices in, buy, hold, mortgage, sell, convey, lease or otherwise dispose of real estate and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

3. To contract debts, borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness, as required.

4. To purchase the corporate assets of any other corporation, engage in the same or similar character of business.

5. To guarantee, endorse, purchase, hold, sell, transfer, pledge, mortgage or otherwise acquire or dispose of the shares, of the capital stock, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

6. To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock which this Corporation shall have outstanding at any time shall be 60 shares which shall all be common stock of no par value.

All or any part of the capital stock may be paid for wither in lawful monies of the United States of America, or in property, real or personal, or in services, at a true valuation thereof.

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ARTICLE V

PREFERENTIAL RIGHTS

If the capital stock of this Corporation is increased and new shares of stock are issued, the holder of original stock shall be entitled to subscribe to the new issue in preference to non-holders and on equal terms with other holders of the original stock in the proportion that the number of the original shares held by him bear to the total outstanding number of the original shares.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial Registered Agent of this Corporation is: _____

RAMON MARIO NODARSE and the street address of the _____

Corporation's initial Registered Office in the State of Florida is: _____
8855 N.W. 149 Terrace, Miami, Fla 33016.

The Corporation's principal office and the mailing address are: _____
8855 N.W. 149 Terrace, Miami, Fla 33016.

The directors may, from time to time, by majority vote, move the principal office to any other address in the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of this Corporation shall be 3, and the name and address of each person who is to serve as a member thereof is as follows:

NAME

ADDRESS

FRANCISCO FERRERAS RODRIGUEZ

157 Bahamas Avenue, Key Largo, Florida, 33037.

RAMON MARIO NODARSE

8855 N.W. 149 Terrace, Miami, Florida, 33016.

YAMILET HERNANDEZ

157 Bahamas Avenue, Key Largo Florida, 33037.

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ARTICLE VIII
INCORPORATORS

The name and post office address of the Incorporators of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
FRANCISCO FERRERAS rodriguez	157 Bahamas Key Largo, Florida 33037.
RAMON MARIO NODARSE	8855 N.W. 149 Terraco, Miami, Florida, 33016.

ARTICLE IX
AMENDMENTS

These Articles of Incorporation may be amended in the following manner:

a. The Board of Directors shall adopt the resolutions setting forth the proposed Amendment and, if shares have been issued, directing that it be submitted to a majority vote at a meeting of shareholders, which may be either the annual or a special meeting. If no shares have been issued, the amendment shall be adopted by a vote of the majority of Directors and the provisions for adopting by shareholders shall not apply.

b. By all of the Directors and all of the stockholders of the Corporation eligible to vote signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

I, RAMON MARIO NODARSE, having been named to accept service of process for BRAYO DIVERS INC, a Florida Corporation, at the place designated herein, do hereby accept to act

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TALLAHASSEE, FLORIDA

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In this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Ramon M. Nodarse

IN WITNESS WHEREOF, the undersigned Incorporators have set their hands and seals thereto, this 2 day of February, 1995.

Ramon M. Nodarse
Francisco Ferreras

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, Francisco Ferreras Rodriguez and Ramon Mario Nodarse

to me known to be the persons described as Incorporators in, and who executed the foregoing Articles of Incorporation, and they acknowledged before me, that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal, this 2 day of February, 1995

Gloria Sifredo
NOTARY PUBLIC, State of Florida at
Largo

OFFICIAL NOTARY SEAL
GLORIA SIFREDO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0025571
MY COMMISSION EXPIRES SEP. 9, 1994

My commission expires:

01401

P9500009600

Check Number Only

3-28-95

Special Agent
525 N.W. 27 Ave
Miami, FL 33125
643-5900

VALIDATION ONLY

3000001442588
-03/29/95--01040--001
*****35.00 *****35.00

CORPORATION(S) NAME

BRAVO AVIATION INC

SECRETARY OF STATE
TALLAHASSEE FLORIDA

35 APR - 5 PM 1:12



MPire Toll Free: 1-800-432-5028

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

W9500006906

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

A/S
Name Change
Amend



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham, Director
Secretary of State

March 29, 1995

EMPIRE
IGNOCIA SIBERIO
MIAMI, FL

SUBJECT: BRAVO DIVERS INC.
Ref. Number: P95000009600

We have received your document for BRAVO DIVERS INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please specify which article number you are amending, adding, or deleting.

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) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 795A00014273

ARTICLES OF AMENDMENT of
BRAVO DIVERS INC. to
change the name of the corporation
to BRAVO AVIATION INC.

The undersigned, the Secretary of the formerly known corporation BRAVO DIVERS INC. presently known as BRAVO AVIATION INC., CERTIFIES:

55 APR -5 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That in the Minute Book of the corporation appears a Minute that in pertinent part states:

" WRITTEN ACTION TAKEN BY THE ONLY SHAREHOLDER of
BRAVO DIVERS INC.

The undersigned, RAMON MARIO NODARSE, the owner of one hundred per cent of the stock of the Florida corporation named BRAVO DIVERS INC., and the only Director forming the Board of Directors, by this present, on March 28, 1995, at the principal place of business of said corporation located at: 7750 West 24th Avenue, Hialeah, Florida, take the following written action:

THAT THE ARTICLES OF INCORPORATION OF BRAVO DIVERS INC., be amended or added as follows:

1. That Article I, NAME OF CORPORATION, be changed to:

BRAVO AVIATION INC.

with its principal place of business changed to:

7750 West 24th Avenue, Hialeah, Florida.
2. That Article III, PURPOSE, Paragraph 1, be added a second paragraph that state as follows:

Paragraph 1. (b).- Wholesale, manufacture, retail, representation, distribution, commissions, export and import, storage of, and any other form of dealings on aviation parts.

This written action shall be spread over the Minute Book of the Corporation, and formal notice shall be filed with the Division of Corporation.

Issued and executed in Miami, Dade County, Florida, this March 28, 1995.

Signed by: RAMON MARIO NODARSE, owner and holder of one hundred per cent of the stock of BRAVO DIVERS INCORPORATED.

I FURTHER CERTIFY that RAMON MARIO NODARSE is the only shareholder and director of the corporation, and the President; that the precedent WRITTEN ACTION is in effect and has not been modified in

any part; and that the seal atixed to this Certificate is the seal of the corporation.

IN WITNESS WHEREOF, I stamp my hand and seal, as the Secretary of the corporation, this March 28, 1995.

BRAVO AVIATION INC., formerly known
as BRAVO DIVERS INCORPORATED, a
Florida corporation

BY: *Ramon M. Nodarse*
Ramon Mario Nodarse, Sec.

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WRITTEN ACTION TAKEN BY THE ONLY SHAREHOLDER OF
BRAVO DIVERS INC.

The undersigned, RAMON MARIO NODARSE, the owner of one hundred per cent of the stock of the Florida corporation named BRAVO DIVERS INC., and the only Director forming the Board of Directors, by this present, on March 28, 1995, at the principal place of business of said corporation located at: 7750 West 24th Avenue, Hialeah, Florida, take the following written action:

THAT THE ARTICLES OF INCORPORATION OF BRAVO DIVERS INC., be amended or added as follows:

1. That Article I, NAME OF CORPORATION, be changed to:

BRAVO AVIATION INC.

with its principal place of business changed to:

7750 West 24th Avenue, Hialeah, Florida.
2. That Article III, PURPOSE, Paragraph 1, be added a second paragraph that state as follows:

"Paragraph 1. (b).- Wholesale, manufacture, retail, representation, distribution, commissions, export and import, storage of, and any other form of dealings on aviation parts.
3. To accept the resignation of: former shareholder FRANCISCO FERRERAS as Director and officer of the corporation.
4. To accept the assignment of the right to subscribe made by FRANCISCO FERRERAS to the undersigned RAMON MARIO NODARSE, of all his rights effective on March 6, 1995.

This written action shall be spread over the Minute Book of the Corporation, and formal notice shall be filed with the Division of Corporation.

Issued and executed in Miami, Dade County, Florida, this March 28, 1995.



RAMON MARIO NODARSE
Owner of the entire stock of
BRAVO DIVERS INC.

Ignacio Siberio
ATTORNEY AT LAW

P95000009600

aml, April 1 1996

555 N.W. 27 AVENUE, SUITE 100
MIAMI, FLORIDA 33125
TELEPHONE 443-8900
FAX 305-308

SECRETARY OF STATE
THE CAPITOL
DIVISION OF CORPORATIONS
TALLAHASSEE, FLA, 32304.

100001774881
-04/10/96--01019--002
*****35.00 *****35.00

RE: BRAVO AVIATION INC., a Florida corporation

Gentlemen:

Enclosed please find the Articles of Amendment to Articles of Incorporation of Aviation Inc., a Florida corporation, and check # 4853 in the amount of \$ 35.00 representing to modify the Article.

Waiting for your reply, I remain,

Very truly yours,

Ignacio Siberio
IGNACIO SIBERIO

IS/gs

Encl.

FILED
95 APR -9 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
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NC
4-9-96

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BRAVO AVIATION INC.,
a Florida corporation

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

To modify Article VII of the Articles of Incorporation of BRAVO AVIATION INC., formerly known as BRAVO DIVERS INC.,

...To decrease the numbers of directors forming the Board of Directors, to one director.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 03/06/1995

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by n/a (voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this March 6, 1995.

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TALLAHASSEE, FLORIDA

Ramon M. Nodarse.
RAMON MARIO NODARSE, only shareholder

of the board of Directors, and President
or other officer if adopted by the shareholder

or
(By a director if adopted by the directors)

or
(By an incorporator if adopted by the incorporators)

RAMON MARIO NODARSE

Typed or printed name

Only shareholder and only director

Title