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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
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FROM: FLORE CORP ORA KEY COUNCIL
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33136- 02- 0-0000

((H95000003095)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AERIAL TWO, INC.

FAX AUDIT NUMBER: H95000003095

CURRENT STATUS: REQUESTED

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**ARTICLES OF INCORPORATION
OF
AERIAL TWO, INC.**

ARTICLE I - NAME

The name of this corporation is: AERIAL TWO, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence commencing upon execution of these Articles.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 8370 West Flagler Street, Suite 252, Miami, FL 33144, and the initial registered agent of this Corporation at such office shall be Jerry M. Dale, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

THIS DOCUMENT PREPARED BY:
JERRY M. DALE, Esq.
Florida Bar No. 1 191378
LAW OFFICE OF JERRY M. DALE, P.A.
8370 West Flagler Street, Suite 252
Miami, Florida 33144
(305) 379-4042

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ARTICLE VI - CORPORATE OFFICE

The street address of the principal office of the corporation is:

7501 Pembroke Road
Hollywood, FL 33023

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of 1 member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than 1 nor more than 3. The name and address of the director constituting the initial Board of Directors is:

Name

Address

JOHN S. BRAUN

7501 Pembroke Road
Hollywood, FL 33023

ARTICLE VIII - OFFICERS

The name of the initial officer of this corporation and his street address is:

JOHN S. BRAUN, President/Secretary
7501 Pembroke Road
Hollywood, FL 33023

ARTICLE IX - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name

Address

JERRY M. DALE

8370 West Flagler Street
Suite 252
Miami, FL 33144

THIS DOCUMENT PREPARED BY:
JERRY M. DALE, SON,
Florida Bar No. 1 191970
LAW OFFICES OF JERRY M. DALE, P.A.
8370 West Flagler Street, Suite 252
Miami, Florida 33144
(305) 599-4922

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ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, presented by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

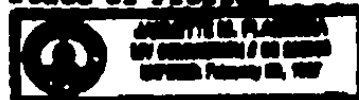
STATE OF FLORIDA }
COUNTY OF DADE }

JERRY M. DALE, Incorporator

BEFORE ME, a Notary Public, personally appeared JERRY M. DALE, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation of AERIAL TWO, INC., and acknowledged before me that he subscribed to these Articles of Incorporation on this 14th day of March, 1995.

Jerry M. Dale
Notary Public, State of Florida
at Large

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for AERIAL TWO, INC., at the place designated in the Articles of Incorporation, JERRY M. DALE agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated March 14, 1995.

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JERRY M. DALE, Registered Agent

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THIS DOCUMENT PREPARED BY:
JERRY M. DALE, Esq.,
Florida Bar No. 101370
LAW OFFICES OF JERRY M. DALE, P.A.
2570 West Flagler Street, Suite 232
Miami, Florida 33144
(305) 356-4982