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J.B. CURRIE
(Requestor's Name)
3226 Capital Cir S.W.
(Address)
Tallahassee FL 32310
(City, State, Zip) (Phone #)

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SME - AERO, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED
APR 17 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SME-AERO, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators file these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation shall be SME-AERO, INC.

**ARTICLE II
DURATION OF CORPORATION**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE III
CORPORATE PURPOSE**

- a). **Business of Corporation.** The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

b). **Sale of Aircraft.** The Corporation shall market, assemble, manufacture and sell the SME MD3-160 Aircraft in the United States of America under such Trade Name, as the Directors may, by a majority resolution, determine.

c). **Product/Services.** The Corporation shall trade in such Products and/or provide such Services as the Board may determine from time to time.

ARTICLE IV

AUTHORIZED STOCK

The authorised stock of this Corporation shall consist of 10,000 shares of common stock with a par value of one Dollar per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors, but not for less than par value. The shareholders have entered into a Joint Venture Agreement dated the 17th day of April 1995 which shall be binding as to the ownership and transfer of the stock.

The said shares shall have unlimited voting rights and upon dissolution are entitled to receive the net assets of the corporation.

The Corporation elects to have preemptive rights in respect of authorised stock.

ARTICLE V
REGISTERED AGENT AND PRINCIPAL OFFICE

The name of the initial Registered Agent shall be Richard L. Ledson and his street address shall be 3226 Capital Circle S.W., Tallahassee, FL32310. The street address of the Registered Office and Principal Office of the Corporation is 3226 Capital Circle S.W., Tallahassee, FL 32310.

ARTICLE VI
BOARD OF DIRECTORS

a). **Number of and initial Directors.** Until otherwise determined by a general meeting the number of Directors shall be not less than two nor more than eight. The initial Directors shall be:

	NAME	ADDRESSES
1.	RICHARD L LEDSON	3704 CARRINGTON PLACE TALLAHASSEE FLORIDA 32303
2.	JAMES B CURASI	1731 OAKHURST AVENUE WINTER PARK FLORIDA 32789
3.	MOHAMED IBRAHIM HASHIM	NO 32, JALAN SS3/80 SG WAY SUBANG, 47300 PETALING JAYA.
4.	S SIVAKUMARAN S/O K SINNADURAI	LOT 587/86, JALAN WATERFALL, NEW GREEN PARK 48000 RAWANG.

b). **Appointment of Directors.** The following member Corporations shall be entitled to nominate and appoint Directors of the Corporation as follows:

SME Aviation Sdn Bhd -	Two (2) Directors
AERO Associates Inc. -	Two (2) Directors

Each Shareholder shall have full power to dismiss and remove from office the persons so nominated and appointed by him from time to time or their alternates and to nominate and appoint others in their place from time to time. Every such nomination and appointment or removal of a Director shall be in writing and shall be lodged at the principal office of the Corporation.

ARTICLE VII

ALTERATION OF CAPITAL

a). **Corporation may increase its capital.** The Corporation may from time to time by special resolution by the Shareholder increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

b). **Corporation may alter its capital.** The Corporation may by special resolution by its Shareholders alter its share capital as the resolution shall prescribe.

ARTICLE VIII
MODIFICATION OF CLASS RIGHTS

Rights of shareholders may be altered. All or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the share capital of the Corporation may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths (3/4) of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the members of that class. To any such separate meeting all the provisions of these Articles as to general meetings of the Corporation shall apply, but so that the necessary quorum shall be members of the class holding or representing by proxy one-third of the share capital paid or credited as paid on the issued shares of the class, and every holder of shares of the class in question shall be entitled on a poll to one vote for every such share held by him.

ARTICLE IX
REQUIREMENT OF PARTICULAR MAJORITY

Notwithstanding anything to the contrary contained in these Articles any resolution to be passed by the members at any general meeting on any of the following matters shall be required to be passed by members holding at that time not less than three-fourths of the issued share capital of the Corporation:-

- (a) Amendment of the Articles of Incorporation of the Corporation.
- (b) Selling or otherwise disposing of the business of the Corporation.
- (c) Dissolution of the Corporation or merger with another company.
- (d) Reduction of capital of the Corporation.

ARTICLE X

REQUIREMENT OF SEVENTY-FIVE PERCENT (75%) DECISION

Notwithstanding anything to the contrary contained in these Articles the following matters in respect of the affairs of the Corporation shall require the approval of at least seventy-five percent (75%) of the Directors of the Corporation.

- a) the appointment removal and conditions of employment of the Chief Operating Officer;
- b) the appointment removal and conditions of employment of the Corporation Secretary;
- c) the appointment of and any change in the Auditors;
- d) the type of business and the extent thereof which the Corporation shall carry on;
- e) the borrowings of any amounts;

- f) any transaction involving the purchase, transfer or lease of property;
- g) the adoption of annual budgets;
- h) the creation of charges, liens or encumbrances on all or any of the assets of the Corporation;
- i) the giving of any guarantee or indemnity, loan or advance;
- j) the consolidation or amalgamation of the Corporation with any other company;
- k) the payment or declaration by the Corporation of any dividend or distribution on account of shares in its capital;
- l) amendments to the Articles of Incorporation;
- m) the presentation of a winding up petition;
- n) the commencement or settlement of any litigation or arbitration proceedings;
- o) the granting of any power of attorney or other delegation of directors' powers;
- p) the acquisition by the Corporation of any assets or property (other than in the normal course of business) at a total cost per transaction of more than Dollars Five Thousand (5,000) only;
- q) the sale or disposal of any fixed assets of the Corporation for a total value per transaction of more than Dollars Five Hundred (500) only;
- r) any other matters deemed to be major by a simple majority of the Directors of the Corporation.

ARTICLE XI
INCORPORATORS

Incorporators. The Incorporators of the Corporation shall be as set out hereinbelow:

	NAMES	ADDRESSES
1.	RICHARD L. LEDSON	3704 CARRINGTON PLACE TALLAHASSEE, FLORIDA 32303
2.	MOHAMED IBRAHIM HASHIM	NO 32 JALAN SS3/80 SG WAY SUBANG 47300 PETALING JAYA

Executed this 17th day of April 1994.

Signed:


.....
RICHARD L. LEDSON

Witnessed by:


.....
JAMES B CURASI

Signed:


.....
MOHAMED IBRAHIM HASHIM

Witnessed by:


.....
S. SIVAKUMARAN

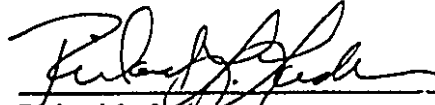
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Richard L. Ledson, hereby accepts appointment as registered agent of SME-AERO, Inc.


Richard L. Ledson

Sworn to and subscribed before me this 17th day of April, 1995.


Notary Public
Notary Public, State of Florida
My Commission Expires May 7, 1995
Bonded Thru Troy Fain - Insurance Inc.