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EARL E. MAYER, JR.\*  
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P. TODD KENNEDY, P.A.

\* Federal Tax Counsel to the Firm  
Admitted in Ohio Only, Practice Limited  
to Matters of Federal Tax Law

July 3, 1995

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

2000001531192  
-07/06/95--01074--020  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Millones Aircraft Holdings, Inc.

Dear Sir or Madam:

Enclosed are two (2) original Articles of Incorporation and Registered Agent forms for the captioned corporation.

One (1) original is to be filed in your office and one (1) original is to be certified and returned to this office. Also enclosed is our firm's check in the amount of \$122.50 for:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

JUL 12 1995 BSE

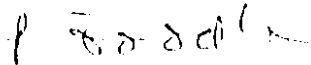
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95 JUL 6 AM 10:49  
ALSO

Secretary of State  
Division of Corporations  
July 3, 1995  
Page 2

Please telephone me if there is any reason why these requests cannot be met promptly. Thank you for your attention to these matters.

Sincerely,

MAYER & SAUERBERG

  
P. Todd Kennedy

PTK/rjc  
Enclosures

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ARTICLES OF INCORPORATION  
OF  
MILLONES AIRCRAFT HOLDINGS, INC.

FILED  
95 JUL -6 AM 10:49  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopt the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is MILLONES AIRCRAFT HOLDINGS, INC.

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 20,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 10701 S.W. 92nd Avenue, Miami, Florida 33176, and the name of the initial Registered Agent at that address is ERNESTO MILLON.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

Name

Address

ERNESTO MILLON

10701 S.W. 92nd Avenue  
Miami, Florida 33176

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the member of the first Board of Directors is:

Name

Address

ERNESTO MILLON

10701 S.W. 92nd Avenue  
Miami, Florida 33176

ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date upon which these Articles of Incorporation are filed with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 22<sup>nd</sup> day of May, 1995.

By: 

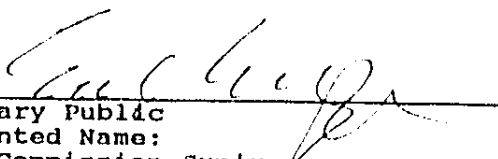
ERNESTO MILLON  
Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 22  
day of May, 1995 by ERNESTO MILLON, who is  
personally known to me or who produced the identification indicated  
above his signature, and who did ( ) or did not (x) take an oath.



EARL E. MAYER, JR.  
COMMISSION # CC 308255  
EXPIRES AUG 12, 1997  
Bonded Through  
ALAN INSURANCE SERVICES

  
\_\_\_\_\_  
Notary Public  
Printed Name:  
My Commission Expires:  
My Commission Number:

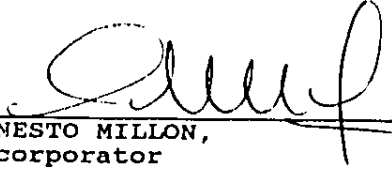
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that MILLONES AIRCRAFT HOLDINGS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 10701 S.W. 92nd Avenue, Miami, Florida 33176.

Second, named ERNESTO MILLON located at 10701 S.W. 92nd Avenue, Miami, Florida 33176, as its Agent to accept service of process within Florida.

  
ERNESTO MILLON,  
Incorporator

DATE: May 22, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with provisions of all Statutes relative to the proper and complete performance of my duties.

  
ERNESTO MILLON  
Registered Agent

DATE: May 22, 1995