

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0391 FAX

800-342-8086



P95000061785

ACCOUNT NO. : 072100000032

REFERENCE : 657110 11116A

AUTHORIZATION :

COST LIMIT : 9 122.50

ORDER DATE : August 10, 1995

ORDER TIME : 9:40 AM

ORDER NO. : 657110

CUSTOMER NO: 11116A

CUSTOMER: Kelly L. Hofmann, Legal Asst
RUTHERFORD MINERLEY &
MULHALL, P.A.
4th Floor
2600 N. Military Trail
Boca Raton, FL 33431

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-08/10/95 -01024 -013
****122.50 ****122.50

DOMESTIC FILING

NAME: MIDLAND PIXIES GROUP, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensel

EXAMINER'S INITIALS:

AUG 10 1995 BSB

FILED
AUG 10 AM 11:50
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MIDLAND PIXIES GROUP, INC.

FILED
95 AUG 10 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Midland Pixies Group, Inc. ("Corporation").

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is c/o Rutherford, Minerley & Mulhall, P.A., 2600 N. Military Trail, Fourth Floor, Boca Raton, FL 33431.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is One Hundred (100) shares of Common Stock, par value \$1.00 per share.

ARTICLE IV PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Frederic M. Barthe, 2600 N. Military Trail, 4th floor, Boca Raton, Florida 33431.

ARTICLE VI INCORPORATOR


The name and street address of the incorporator to these Articles of Incorporation is:

Frederic M. Barthe
2600 N. Military Trail, 4th Floor
Boca Raton, Florida 33431

ARTICLE VII DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Dylaws of the Corporation, but shall never be less than one (1). The name and address of the initial Director and President is Chislain Loix, c/o Rutherford, Minerley & Mulhall, P.A., 2600 N. Military Trail, Fourth Floor, Boca Raton, FL 33431.

C/L The undersigned has executed these Articles of Incorporation this day of August, 1995.




Frederic M. Barthe, Incorporator

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Midland Pixien Group, Inc., at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: August 9th, 1995



FREDERIC M. BARTHE
Registered Agent

FILED
95 AUG 10 AM 11:50
RECORDING STATE
TALLAHASSEE, FLORIDA

P95000061785

RUTHERFORD, MINERLEY & MULHALL

PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELORS AT LAW
ONE CHOCER SQUARE, FOURTH FLOOR
2600 NORTH MILITARY TRAIL
BOCA RATON, FLORIDA 33431-0000

OF COUNSEL
LEO L. BENTZ, P.A.

GEORGE M. BAKALAN
FREDERIC M. BARTHE
ROBERTA DUIN BARTLEY
STUART E. BLOCH
ANDREW K. FEIN
CORINNE B. KAHN
KENNETH L. MINERLEY
FRANK J. MULHALL
JOHN T. MULHALL III
CHARLES E. RUTHERFORD
NICOLE CAIUSO SEROPIAN
MICHAEL E. WARGO

* ALSO MEMBER MICHIGAN BAR
* ALSO MEMBER PENNSYLVANIA BAR
* ALSO MEMBER NEW JERSEY BAR
* ALSO MEMBER ALABAMA BAR
* ALSO MEMBER GEORGIA BAR

(407) 241-1600
(800) 741-1600
FACSIMILE (407) 241-3015

September 11, 1995

Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

000001584959
-09/14/95-01060-012
*****87.50 *****87.50

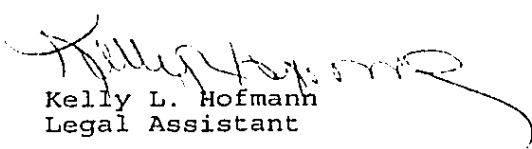
Re: MIDLAND PIXIES GROUP, INC. change name
to MIDLAND PYXIS GROUP, INC.

Dear Madam or Sir,

Enclosed are the Articles of Amendment to Articles of Incorporation and the Unanimous Consent of Directors and Shareholders for the aforementioned corporation. A check in the amount of \$87.50 to cover Filing Fee and certified copy is also enclosed.

Please direct the certified copy of the Articles of Amendment and any questions to the undersigned at the above address.

Sincerely,


Kelly L. Hofmann
Legal Assistant

klh
Enclosures

SH SEP 19 1995

NC

95 SEP 14 AM 9:13
SECRETARY OF STATE
DIVISION OF RECORDS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MIDLAND PIXIES GROUP, INC.


1. The name of the corporation is MIDLAND PIXIES GROUP, INC. (the "Corporation").

2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

The name of the Corporation shall be MIDLAND PYXIS GROUP, INC. ("Corporation").

3. This Amendment was adopted by the sole incorporator of the Corporation on September 1, 1995 pursuant to Section 607.1005 of the Florida Statutes, and therefore shareholder action was not required.

The undersigned Incorporator has executed these Articles of Amendment on September 1, 1995.


Frederic M. Barthe, Esq.,
Incorporator

RECEIVED
CLERK OF DISTRICT COURT
95 SEP 14 AM 9:13

UNANIMOUS CONSENT OF DIRECTORS AND SHAREHOLDERS
OF
MIDLAND PIXIES GROUP, INC.

The undersigned, being the holder of all the issued and outstanding stock and being all of the directors of International Aero Consultants, Inc., a Florida corporation (the "Corporation"), hereby consent, pursuant to the provisions of Sections 607.0704 and 607.0821(3), of the Florida Business Corporation Act, to the adoption of the following resolution:

RESOLVED: That the Corporation amend Article I of its Articles of Incorporation to read as follows:

The name of the Corporation is MIDLAND PYXIS GROUP, INC. ("Corporation").

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent of Directors and Shareholders as of the 1st day of September, 1995.



GHISLAIN LOIX

55 SEP 14 AM 9:13
OFFICE OF THE
CLERK OF THE
COURT