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98 JAN 16 PM 3:17
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 803474 149034A

AUTHORIZATION

Patricia Poyt

COST LIMIT : \$ 122.50

ORDER DATE : January 16, 1996

ORDER TIME : 9:12 AM

400001689694

ORDER NO. : 803474

CUSTOMER NO: 149034A

CUSTOMER: Mr. Sam Ballen
PATRICK C. BARTHET, P.A.

Suite 2120
200 S. Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: MERIT AVIATION, INC.

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN JAN 17 1996

FILED
96 JAN 16 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
MERIT AVIATION, INC.**

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I- NAME

The name of the corporation is MERIT AVIATION, INC.

**ARTICLE II- ADDRESS OF PRINCIPAL OFFICE/
MAILING ADDRESS OF CORPORATION**

The address of the principal office of the corporation, and the mailing address of the corporation is 200 South Biscayne Boulevard, Suite 2120, Miami, Florida 33131.

ARTICLE III- AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000.

**ARTICLE IV- STREET ADDRESS OF INITIAL REGISTERED
OFFICE AND NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered office of the corporation is 200 South Biscayne Boulevard, Suite 2120, Miami, Florida 33131. The name of the initial registered agent is Patrick C. Barthet.

ARTICLE V- NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is Patrick C. Barthet, 200 South Biscayne Boulevard, Suite 2120, Miami, Florida 33131.

ARTICLE VI- DURATION AND PURPOSE

The duration of the corporation is perpetual and it is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE VII- NAME OF DIRECTOR

Howard J. Corr and James D. Terra, whose addresses are 200 South Biscayne Boulevard, Suite 2120, Miami, Florida 33131 shall serve as initial directors.

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ARTICLE VIII-INDEMNIFICATION

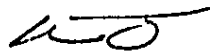
The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation.



Patrick C. Barthet, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been designated as the registered agent for the corporation at the place designated in the foregoing Articles of Incorporation, I declare that I am familiar with and accept the obligations of that position, and hereby accept same and agree to act in that capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Patrick C. Barthet, Registered Agent