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JAMES F. McCOLLUM

KIMBERLY J. BENNETT
LEGAL ASSISTANT

April 1, 1996

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***122.50 ***122.50

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

Re: AeroSource, Inc.

Gentlemen:

Enclosed is the signed original and one signed copy of the Articles of Incorporation for the above named corporation. Both have been subscribed and acknowledged before a notary public. I am also enclosing a check in the amount of \$122.50 to cover the filing fee (\$35.00), certified copy fee (\$52.50) and registered agent designation fee (\$35.00). If you find these documents satisfactory, please place your certificate and endorse your approval on the photocopy and return same to me.

Should you have any questions, please do not hesitate to contact this office.

Very truly yours,

James F. McCollum

~~4/16/96~~
JFM
4/5/96

JFM/kjp
Enclosures

cc: Clients

FILED
96 APR 11 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 5, 1996

JAMES F. MCCOLLUM
ATTORNEY & COUNSELOR AT LAW
129 S COMMERCE AVENUE
SEBRING, FL 33870-3698

SUBJECT: AEROSOURCE, INC.
Ref. Number: W96000007364

We have received your document for AEROSOURCE, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 796A00015612

ARTICLES OF INCORPORATION

OF

AeroSource, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. NAME. The name of the corporation is: AeroSource, Inc.

Article 2. DURATION. The duration of the corporation is perpetual.

Article 3. PURPOSE. The purpose for which the corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way and to do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

Article 4. CAPITAL STOCK. The aggregate number of shares which the corporation is authorized to issue is 8,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. INITIAL REGISTERED OFFICE AND AGENT. The principal address as well as the street address of the initial Registered Office of the corporation is 129 South Commerce Avenue, Sebring, Florida, 33870, and the name of its initial Registered Agent at that address is James F. McCollum.

Article 6. INITIAL BOARD OF DIRECTORS. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the corporation is as follows:

NAME OF DIRECTOR

ADDRESS

G. Lane Bradford

2221 North Lake Sebring Drive
Sebring, FL 33870

Jeffrey K. Ludwig

3230 Wynstone Court
Sebring, FL 33872

Article 7. INCORPORATORS. The name and address of the Incorporator is James F. McCollum, 129 South Commerce Avenue, Sebring, Florida, 33870.

Article 8. AMENDMENT. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

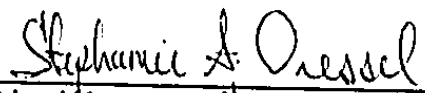
Article 9. ACCEPTANCE BY REGISTERED AGENT. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


James F. McCollum, Incorporator

STATE OF FLORIDA
COUNTY OF HIGHLANDS

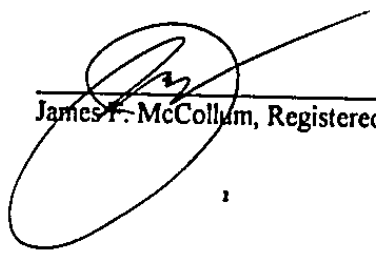
THE foregoing instrument was subscribed and sworn to before this 28th day of March, 1996, by James F. McCollum, who is personally known to me or who has produced _____ as identification.




Printed Name STEPHANIE A. DRESSEL
Commission No. CC 338734
Commission Expires 12-28-97
Notary Public State of Florida at Large

The undersigned hereby accepts the appointment as Registered Agent of AeroSource, Inc. which is contained in the foregoing Articles of Incorporation.

Dated this 28th day of March, 1996.


James F. McCollum, Registered Agent