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LEGAL & FINANCIAL SERVICES

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96 APR 30 PM 1:50

ATLANTA, GEORGIA
ATLANTA, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 936027 7108982

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 30, 1996

ORDER TIME : 8:55 AM

ORDER NO. : 936027

CUSTOMER NO: 7108982

CUSTOMER: Vincent E. Schindeler, Esq
VINCENT E. SCHINDELER, ESQ

Trial Lawyers Bldg., Suite 4-r
633 Southeast 3rd Avenue
Fort Lauderdale, FL 33301

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DOMESTIC FILING

NAME: AERODATA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

96 APR 30 PM 1:50
ATLANTA, GEORGIA
ATLANTA, FLORIDA

XH
4-30-96

ARTICLES OF INCORPORATION

OF

AERODATA, INC.

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96 APR 30 PM 1:50
SECRET
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, hereby forms a corporation under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation shall be:

AERODATA, INC.

ARTICLE II - PRINCIPLE OFFICE

The principal place of business of this corporation shall be 3901 N.W. 145th Street, Building #147, Opa Locka, Florida 33054.

ARTICLE III - NATURE OF BUSINESS

This 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 IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value.

ARTICLE V - REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 633 S.E. Third Avenue, Suite 4-R, The Trial Lawyers Building, Fort Lauderdale, Florida 33301-3151, and the name of the initial resident agent of the corporation at that address is Vincent E. Schindeler, P.A.

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - CORPORATE INDEMNIFICATION PLAN

The corporation will indemnify any person:

(1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014;

(2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014. The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the

shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The corporation will have the power to make further indemnification as provided in Florida Statute 607.014(6) except to indemnify any person against gross negligence or willful misconduct.

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided in Florida Statutes 607.014(8) and 607.014(9).

ARTICLE VIII - PREEMPTIVE RIGHTS

Each Shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, on a pro rata basis at the price at which it is offered to others.

ARTICLES IX - DIRECTORS

This corporation shall have Five (5) Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law. The names and addresses of the initial Directors of the Corporation are:

R. Scott Simmons	3901 N.W. 145th St., Bldg. #147, Opa Locka, FL 33054
George Ring	3901 N.W. 145th St., Bldg. #147, Opa Locka, FL 33054
Marva Simmons	3901 N.W. 145th St., Bldg. #147, Opa Locka, FL 33054
Robert W. Hayes, Jr.	3901 N.W. 145th St., Bldg. #147, Opa Locka, FL 33054
Vincent E. Schindeler	633 S.E. 3rd Ave., Suite 4-R, Ft. Lauderdale, FL 33301

ARTICLE X - DIRECTOR VOTING

The affirmative vote of four out of five directors (or eighty percent (80%)) shall be the act of the Board of Directors. In the event that R. Scott Simmons, George Ring, Vincent E. Schindeler, or Marva Simmons shall no longer be a director, voting shall be by simple majority.

This paragraph will become ineffectual in the event that Aerodata, Inc. becomes a publicly traded corporation.

ARTICLE XI - INCORPORATOR

The name and street address of the Incorporator is:

Vincent E. Schindeler
633 S.E. 3rd Avenue, Suite 4-R
Ft. Lauderdale, FL 33301

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95 APR 30 PM 4:50
TREASURER'S OFFICE
FLORIDA

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal on this 25 day of April 1996.


VINCENT E. SCHINDELER

STATE OF FLORIDA)
)ss.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 25th day of April 1996, by Vincent E. Schindeler who is personally known to me and who did take an oath.

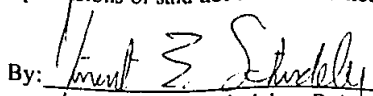

Rebecca M. Barksdale

My Commission expires:



REBECCA M. NOVOA
My Commission CCB37147
Expires Mar. 04, 2000

Having been named to accept service of process for the above state corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

By: , Pres.
Vincent E. Schindeler, P.A.