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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF
ALL G.S.E. PARTS AND ELECTRIC INC.

THE UNDERSIGNED TO THESE ARTICLES OF INCORPORATION, EACH A
SUBSCRIBER AND NATURAL PERSON COMPETENT TO CONTRACT, HEREBY
ASSOCIATED THEMSELVES TOGETHER TO FORM A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE 1. NAME

THE NAME OF THIS CORPORATION IS ALL G.S.E. PARTS AND ELECTRIC
INC.

ARTICLE 2. NATURE OF BUSINESS

SALES OF AIR LINE EQUIPMENT PARTS AND ELECTRIC EQUIPMENT.

ARTICLE 3. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION
IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 100
SHARES OF COMMON STOCK HAVEING A NOMINAL OF PAR VALUE OF
\$5.00-----PER SHARE.

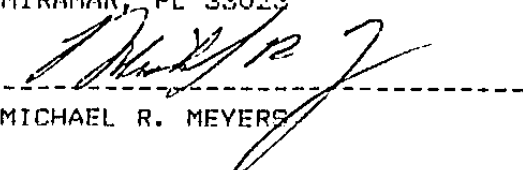
ARTICLE 4. INITIAL CAPITAL

THE AMOUNT OF INITIAL CAPITAL WITH WHICH THIS CORPORATION
WILL BEGIN BUSINESS IS NOT LESS THAN \$500.00

ARTICLE 5. REGISTERED AGENTS

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
REPOSIBILLITIES AS REGISTERED AGENT FOR:

MICHAEL R. MEYERS
7607 ROMONA STREET
MIRAMAR, FL 33023



MICHAEL R. MEYERS

ARTICLE 6. ADDRESS

THE INITIAL POST ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS

3600 N.W. 40 STREET
MIAMI, FLORIDA 33142

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE TO ANY OFFICE IN THE STATE OF FLORIDA.

ARTICLE 8. INITIAL DIRECTORS

THE NAMES AND ADDRESSES OF THE POST OFFICE OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

MICHAEL R. MEYERS
7607 RAMONA STREET
MIRAMAR, FLORIDA 33023

ALEXANDER ORTIZ
4451 PALM AVE
HIALEAH, FLORIDA 33023

ARTICLE 9. SUBSCRIBER

THE NAMES AND POST OFFICE ADDRESS OF EACH SUBSCRIBER OF THESE ARTICLES OF INCORPORATION. THE NUMBER OF SHARES OF STOCK EACH AGREES TO TAKE AND THE VALUE AND CONSIDERATION THEREFORE ARE:

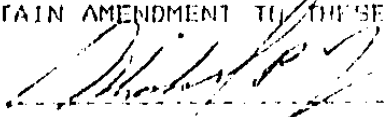
MICHAEL R. MEYERS	7607 RAMONA STREET MIRAMAR, FLORIDA 33023	45 SHARES
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ALEXANDER ORTIZ	4451 PALM AVENUE HIALEAH, FLORIDA 33012	55 SHARES
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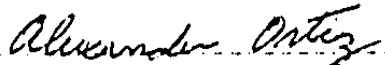
WITH EACH SHARE VALUED AT \$5.00-----PER SHARE

ARTICLE 10. AMENDED

THESE ARTICLE OF INCORPORATION MAY BE AMENDED IN THE AMOUNT PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVE BY THE BOARD OF DIRECTORS, PROPOSED TO THEM BY THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS MEETING BY 2/3 OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES BE MADE.


MICHAEL R. MEYERS PRES.

12/15/95
DATE


ALEXANDER ORTIZ - V. PRES.

12/15/95
DATE

STATE OF FLORIDA:
COUNTY OF DADE :

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC AND FOR SAID COUNTY AND STATE, PERSONALLY APPEARED:

MICHAEL R. MEYERS

ALEXANDER ORTIZ

TO ME KNOWN TO BE THE PERSONS AS SUBSCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION:


NOTARY PUBLIC

12-15-95
DATE



MYDREE GONZALEZ
COMMISSION # CC 371139
EXPIRES MAY 9, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

MY COMMISSION EXPIRES