P96000051980

Date

6/13/96

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

Re: __Avatar Aircraft Manpower Services__, Inc.
     (name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of $122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

(individual's name)

95 JUN 17 PM 4 12

SECRETARY OF STATE TALLAHASSEE FLORIDA

FILED

Avatar Aircraft Manpower Services, Inc.
          (name of corporation)

MAILING ADDRESS OF CORPORATION

94 N.W. 95th Street

Miami Shores, Fl. 33150

PHONE

(305) 757-3958

Area Code   Number   Ext.

6-18-96

ICR

ARTICLES OF INCORPORATION

of

Avatar Aircraft Manpower Services, Inc.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Avatar Aircraft Manpower Services, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue __one thousand__ shares (1,000) of __One and no/100__ Dollar(s) ($1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing adress of the corporation is:

NAME Avatar Aircraft Manpower Services, Inc.	
ADRESS 94 N.W. 95th Street	
CITY Miami Shores, FLORIDA	ZIP 33150

The name and street address of the Initial Registered Agent of this Corporation is:

NAME Guillermo Puentes	
ADDRESS 11801 N.E. 9 Avenue	
CITY Biscayne Park FLORIDA	ZIP 33161

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have __two__ (__2__) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME Kenneth Nistico		
ADDRESS 94 N.W. 95th Street		
CITY Miami Shores	STATE Florida	ZIP 33150
NAME Guillermo Puentes		
ADDRESS 11801 N.E. 9 Avenue		
CITY Biscayne Park,	STATE Florida	ZIP 33161
NAME		
ADDRESS		
CITY	STATE	ZIP

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ARTICLE VII · INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Kenneth Nistico		
ADDRESS	94 N.W. 95th Street		
CITY	Miami Shores,	STATE Florida	ZIP 33150
NAME	Guillermo Puentes		
ADDRESS	11801 N.E. 9 Avenue		
CITY	Biscayne Park,	STATE Fl.	ZIP 33161
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 17th day of __June__ , 19 96 .

_____ (Seal)

_____ (Seal)

_____ (Seal)

STATE OF FLORIDA)
) SS
COUNTY OF __Dade__)

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared: Kenneth Nistico and Guillermo Puentes

_____   _____
Signature   Form of Identification

_____   _____
Signature)   Form of Identification

_____   _____
Signature   Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that __they__ executed these Articles of Incorporation, that I relied upon the form__ of identification of the above named person S_ as indicated opposite each name, and that an oath (was)(was not) taken.
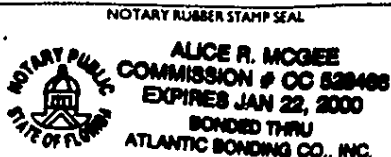
Witness my hand and official seal in the County and State last aforesaid this ....13.....day of......June..............19..96.....

_____
Notary Signature

ALICE R McGEE
Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

FILED

96 JUN 17 PM 4: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Avatar Aircraft Manpower Services, Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at   11801 N.E. 9 Avenue

Biscayne Park, Fl. 33161

has named   Guillermo Puentes

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

(registered agent)