

P960000062057

JULY 12, 1996

SECRETARY OF STATE
DIVISION OF INCORPORATION
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

400001905854
-07/26/96--01077--020
*****61.25 *****61.25

G.S.E. AVIATION, INC.
10903 SW 88TH STREET #112
MIAMI, FLORIDA 33176

FILED
96 JUL 24 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

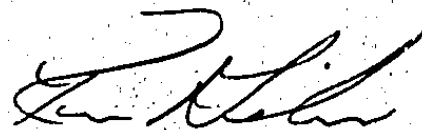
GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLE 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 REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED
CORPORATION.

400001905854
-07/26/96--01077--021
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VERY TRULY YOURS,



KEN GIBSON
10903 SW 88TH STREET #112
MIAMI, FLORIDA 33176

JUL 24 1996

FILED

96 JUL 24 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE OF INCORPORATION
OF
C.S.E. AVIATION, INC.
10903 SW 88TH STREET #112
MIAMI, FLORIDA 33176**

ARTICLE I

THE NAME OF THIS CORPORATION IS AS ABOVE AND THE PRINCIPAL OFFICE AND MAILING ADDRESS IS: 10903 SW 88TH STREET, MIAMI, FLORIDA 33176.

ARTICLE II

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED BY LAW.

ARTICLE III

THIS CORPORATION IS ORGANIZED FOR THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS AS MAY BE PERMITTED BY LAW.

ARTICLE IV

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 SHARES OF NO PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED AS COMMON SHARES.

ARTICLE V

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE (S) THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IS OFFERED TO OTHERS.

ARTICLE VI

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS, 10903 SW 88TH STREET #112, MIAMI, FLORIDA 33176 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS KEN GIBSON.

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR 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 NAME AND ADDRESS OF THE INITIAL BOARD OF DIRECTOR AND OFFICER OF THIS CORPORATION IS:

JOHN W. HUNT JR. 10903 SW 88TH STREET #112 MIAMI, FLORIDA 33176	VICE- PRESIDENT
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KEN GIBSON 10903 SW 88TH STREET #112 MIAMI, FLORIDA 33176	PRESIDENT
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JOHN W. HUNT JR. 10903 SW 88TH STREET #112 MIAMI, FLORIDA 33176	TREASURER
---	-----------

KEN GIBSON 10903 SW 88TH STREET #112 MIAMI, FLORIDA 33176	SECRETARY
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ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATION SIGNING THESE ARTICLES OF INCORPORATION IS:

KEN GIBSON
10903 SW 88TH STREET #112
MIAMI, FLORIDA 33176

ARTICLE IX

THE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE POWER OF THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE X

THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE, WHETHER SUCH APPROVAL IS REQUIRED BY LAW.

ARTICLE XI

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE XII

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN SPECIAL MEETING OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW, BUT REGULAR MEETINGS OF THE BOARD OF DIRECTORS MUST BE ATTENDED IN FACTY BY EACH DIRECTOR IN PERSON.

ARTICLE XIII

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTORS OR ANY FORMER OFFICERS OR DIRECTORS, TO THE FULLEST EXTENT PERMITTED BY LAW.

ARTICLE XIV

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE EXCLUSIVE AUTHORITY TO FIX THE COMPENSATION OF DIRECTORS OF THIS CORPORATION.

ARTICLE XV

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR APPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDED HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE
ARTICLES OF INCORPORATION, THIS 19 DAY OF JULY, 1996 AT MIAMI,
COUNTY OF DADE, STATE OF FLORIDA.

for - H&J

for - H&J

for - H&J

Warren Hart
NOTARY PUBLIC STATE OF FLORIDA



WARREN HART
My Commission CC421748
Expires Nov. 20, 1998
Bonded by NFNU
800-234-6366

STATE OF FLORIDA)
COUNTY OF DADIE) SS

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGE IN THE STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,

Joe - K57
Joe - K57

Joe - K57

KNOWN TO ME AND KNOWN TO BE THE PERSON (S) WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGE BEFORE ME THAT THEY
EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE
AND COUNTY AFORESAID, THIS 19 OF July, 1996.

Warren Hart
NOTARY PUBLIC STATE OF FLORIDA



WARREN HART
My Commission CO421742
Expires Nov. 20, 1998
Bonded by NPAU
800-824-0808

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FILED

96 JUL 24 PM 4 08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE AFOREMENTIONED ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY, I FURTHER AGREE TO COMPLY WITH THE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



KEN GIBSON

P96000062057

February 25, 1997

Ms. Thelma Lewis
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002103008--7
-03/03/97--01144--009
****208.75 *****35.00

Re: G.S.E. Aviation, Inc., Document #P96000062057

Dear Ms. Lewis,

Enclosed, please find the Articles of Amendment and Profit Corporation Annual Report 1997 for G.S.E. Aviation, Inc. Enclosed also is a check in the amount of \$208.75, representing the filing fee for the annual report, the filing fee for the articles of amendment and the fee for a certificate of status.

If you have any questions, please contact me at (305) 374-5505 or Ken Gibson at (305) 333-1334.

Sincerely,

Mary C. Gable
Mary C. Gable
Secretary

Amend
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
27 MAR -3 PM 2:05

TLL MAR 3 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 18, 1997

**KENNETH J. GIBSON
G.S.E. AVIATION, INC.
12285 S.W. 151 STREET, F114
MIAMI, FL 33186**

**SUBJECT: G.S.E. AVIATION, INC.
Ref. Number: P96000062057**

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

To make changes in the officers, directors and/or registered agent of your corporation, you should file the current year annual report and pay the appropriate fee.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

**Thelma Lewis
Corporate Specialist Supervisor**

Letter Number: 797A00008632

February 2, 1997

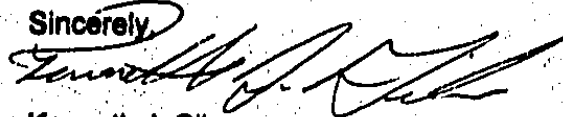
Florida Department of Revenue
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

To whom it may concern:

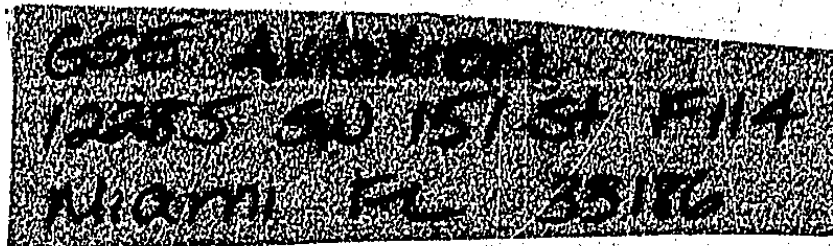
Enclosed, please find corporate paperwork concerning a change in our board members, a corporate change of name, and a corporate change of address.

If you have any questions, please contact me at (305) 333-1334 or (305) 210-2355.

Sincerely,



Kenneth J. Gibson
President



**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -3 PM 2:05

G.S.E. Aviation, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

- Amendment 1 - Fill Vacancy on Board (Amendment to Article VII)
- Amendment 2 - Obtain "S" Corporation Status (Add as Article XVI)
- Amendment 3 - Change Corporate Address (Amendment to Article VI)
- Amendment 4 - Remove an Officer or Director (Amendment to Article VII)
- Amendment 5 - Change Corporate Name (Amendment to Article I)
- Amendment 6 - Employ (Add as Article XVII)

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

RESOLUTION:

FILL VACANCY ON BOARD

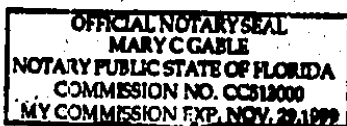
RESOLVED, that MARY C. GABLE is hereby appointed a director of the Corporation until the next annual stockholders' meeting, to fill the vacancy caused by the resignation of JOHN HUNT.

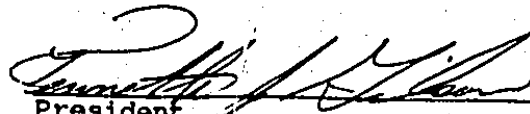
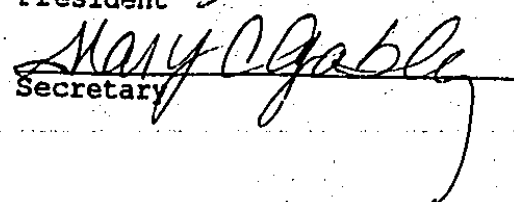
The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of KEN'S MOBILE FLEET SERVICE INC, a corporation duly formed pursuant to the laws of the state of FLORIDA, and that the foregoing is a true record of a resolution duly adopted at a meeting of the 01/24/97 and that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation on 01/24/97, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this 27th of January, 1997.

A TRUE RECORD.

ATTEST.




President

Secretary

RESOLUTION:

OBTAIN "S" CORPORATION STATUS

WHEREAS, there would be certain tax and financial benefits to the shareholders of the Corporation upon an election to have the Corporation qualify as an "S" Corporation pursuant to Section 1362 of the Internal Revenue Code, be it

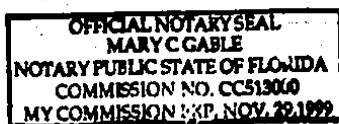
RESOLVED, to qualify the Corporation as an "S" Corporation pursuant to Section 1362 of the Internal Revenue Code.

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of KEN'S MOBILE FLEET SERVICE INC., a corporation duly formed pursuant to the laws of the state of FLORIDA, and that the foregoing is a true record of a resolution duly adopted at a meeting of the 01/24/97 and that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation on 01/24/97, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this 27th of January, 1997.

A TRUE RECORD.

ATTEST.



President

Secretary

RESOLUTION:

CHANGE CORPORATE ADDRESS

RESOLVED, that the Corporation change its official address from 10903SW 88 ST #112 MIAMI FL. 33176 to 12285 SW 151 ST # F114 MIAMI FL.33186

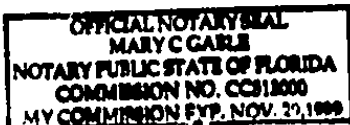
And that said change of address be duly filed with the Department of Corporations and such further parties who shall be entitled to notice or wherein notice is desirable as in the best interests of the Corporation.

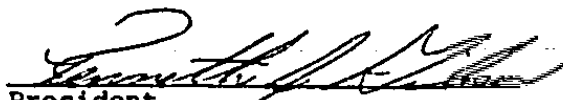
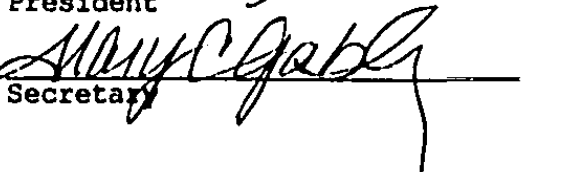
The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of KEN'S MOBILE SERVICE INC., a corporation duly formed pursuant to the laws of the state of FLORIDA, and that the foregoing is a true record of a resolution duly adopted at a meeting of the BODY and that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation on 01/24/97, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this 27th of January, 1997.

A TRUE RECORD.

ATTEST.




President

Secretary

RESOLUTION:

REMOVE AN OFFICER OR DIRECTOR

RESOLVED, that JOHN HUNT is hereby removed from office as VICE-PRESIDENT of this Corporation, effective herewith, and

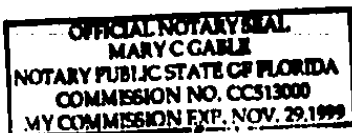
RESOLVED FURTHER, that the Secretary of this Corporation is hereby directed to give notice of such removal to the said VICE-PRESIDENT.

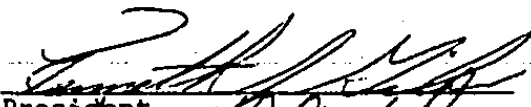

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of KEN'S MOBILE FLEET SERVICE INC., a corporation duly formed pursuant to the laws of the state of FLORIDA, and that the foregoing is a true record of a resolution duly adopted at a meeting of the 01/24/97 and that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation on 01/24/97, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this 27th of January, 1997.

A TRUE RECORD.

ATTEST.




President

Secretary

RESOLUTION:

CHANGE CORPORATE NAME

RESOLUTION:

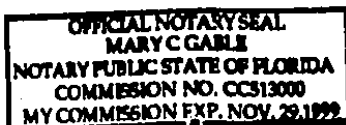
That the Corporation change its corporate name from G.S.E. AVIATION INC. to KEN'S MOBILE FLEET SERVICE INC; and that said change of name be duly filed with the Department of Corporations in accordance with State law and such other governmental agencies as may be required to be notified of or to approve said name change.

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of KEN'S MOBILE FLEET SERVICE, INC, a corporation duly formed pursuant to the laws of the state of FLORIDA, and that the foregoing is a true record of a resolution duly adopted at a meeting of the 01/24/97 and that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation on 01/24/97, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this 27th of January, 1997.

A TRUE RECORD.

ATTEST.




President


Secretary

RESOLUTION:

EMPLOY

WHEREAS, the Corporation is in need of a VICE-PRESIDENT and
WHEREAS, KENNETH E. GIBSON has applied for said position and
appears well qualified to perform the duties required of said
position; be it

RESOLVED, that the Corporation offer Kenneth E. Gibson a
contract of employment to serve in the capacity of VICE-PRESIDENT
at a salary not to exceed \$60,000 per year, together with the
customary benefits appertaining thereto.

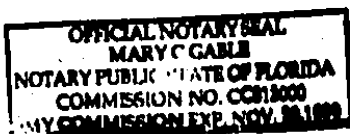
The undersigned hereby certifies that he/she is the duly
elected and qualified Secretary and the custodian of the books
and records and seal of KEN'S MOBILE FLEET SERVICE, INC. A
corporation duly formed pursuant to the laws of the state of
FLORIDA, and that the foregoing is a true record of a resolution
duly adopted at a meeting of the 01/24/97 and that said meeting
was held in accordance with state law and the Bylaws of the
above-named Corporation on 01/24/97, and that said resolution is
now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and
have hereunto affixed the corporate seal of the above-named
Corporation this 27th of January, 1997.

A TRUE RECORD.

ATTEST.


President



Mary Ogden
Secretary

THIRD: The date of each amendment's adoption: January 27, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)


- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 24th day of February, 19 97

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

KENNETH J. GIBSON

Typed or printed name

PRESIDENT

Title

