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RICHARD MORGENTHAU

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18305 BISCAYNE BOULEVARD
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NORTH MIAMI BEACH, FLORIDA 33160

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July 18, 1996

Secretary of State
Division of Corporations
Tallahassee, FL 32301

Re: AVITECH LTD. INTERNATIONAL, INC.

600001902306
-07/23/96--01111--013
***122.50 ***122.50

Dear Sirs:

Enclosed herewith please find the fully executed Articles of Incorporation for the above captioned corporation. Also enclosed herewith please find my check in the amount of \$122.50 to cover your filing fee and the cost of one (1) certified copy of the Articles of Incorporation.

After this corporation has been filed, please return the certified copy of the articles to me as soon as possible, by Federal Express. A pre-paid Airbill is enclosed for your convenience.

Very truly yours,


RICHARD MORGENTHAU
RM:ks
Enc.

FILED
96 JUL 29 PM 2:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

637/30/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

96 JUL 29 PM 2:46

SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 25, 1996

RICHARD MORGENTALER, ESQUIRE
18305 BISCAYNE BLVD
SUITE 201
NORTH MIAMI BEACH, FL 33160

SUBJECT: AVITECH LTD. INTERNATIONAL, INC.
Ref. Number: W96000015566

We have received your document for AVITECH LTD. INTERNATIONAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name."

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) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 996A00035777

ARTICLES OF INCORPORATION
OF
AVITECH INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: AVITECH INTERNATIONAL, INC.

ARTICLE II - NATURE OF BUSINESS

The nature of the business, and the objects or purposes to be transacted, promoted or carried on by the corporation are as follows:

- (a) Providing products and services to the aviation industry.
- (b) To acquire, hold, sell, reissue or cancel any shares of its own stock, provided, however, that this corporation may not use any of its own shares of capital stock when such use would cause any impairment of the capital of this corporation, and provided further that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.
- (c) To enter into, make, execute, perform and carry out contracts of any kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government agency thereof, except that any contract for a loan or the

purchase of a capital asset must be approved, in writing by the Board of Directors.

(d) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time owned or held by this corporation, upon such terms as the Board of Directors shall authorize, and as may be permitted by law, however, at no time may a corporate obligation either by check, note, or otherwise, be used to satisfy a personal debt of any officer or director of this corporation and any attempt to do so shall be null and void.

(e) To purchase or otherwise acquire the whole or part of property, assets, business and goodwill of any other person, firm corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that the enumeration herein contained shall not be held to limit or restrict the powers of the corporation to carry out or perform any and all acts permitted to a corporation under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total number of shares and authorized capital stock of this corporation shall be divided into 5000 shares having \$0.01 par value each. The stock of this corporation shall be issued in accordance with Internal Revenue Code Plan 1244.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which the corporation will begin business shall not be

less than Five-Hundred Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI - PLACE OF BUSINESS

The post office address of the principal place of business of this corporation is: 1040 Bayview Drive, #430, Fort Lauderdale, FL 33304, or any other place as the Board of Directors may, from time to time designate.

ARTICLE VII - DIRECTORS

This corporation shall have not less than two Directors; however, the number of Directors may be increased by the By-Laws of the corporation.

ARTICLE VIII - SUBSCRIBER

The name and address of the Subscribers to these Articles of Incorporation and the number of shares subscribed for are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Marvin Ruthenberg	1040 Bayview Drive, #430 Fort Lauderdale, FL 33304	51
Jay M. Sabot	1040 Bayview Drive, #430 Fort Lauderdale, FL 33304	49

ARTICLE IX - INITIAL DIRECTORS AND OFFICERS

The names and addresses of the first Board of Directors and Officers of the corporation, who shall hold office until the next election of Directors and Officers shall take place, are as follows:

<u>DIRECTOR'S NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Marvin Ruthenberg	1040 Bayview Drive, #430 Fort Lauderdale, FL 33304	President and Director
Jay M. Sabot	1040 Bayview Drive, #430 Fort Lauderdale, FL 33304	Secy/Treas and Director

ARTICLE X - REGISTERED AGENT

The registered Agent for service of process for this corporation shall be:

Marvin Ruthenberg
1040 Bayview Drive, #430
Fort Lauderdale, FL 33304

I HEREBY ACCEPT the position of Registered Agent for this corporation.




MARVIN RUTHENBERG

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96 JUL 29 PM 2:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, we have set our hands and seals this 17th day of July, 1996.


MARVIN RUTHENBERG


JAY M. SABOT

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida, duly qualified and acting as an officer authorized to take acknowledgements, personally appeared **MARVIN RUTHENBERG** and **JAY M. SABOT**, to me well known or who supplied me with the following identification, to wit: a valid Florida Driver's Licenses, and they acknowledged that they signed and executed the foregoing Articles of Incorporation for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at this 17th day of July, 1996.


NOTARY PUBLIC, State of Florida

MY COMMISSION EXPIRES:

