P96000078341

1201 HAYS STREET
800-...

CSC networks
PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 092909 89162A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

ORDER DATE : September 20, 1996

ORDER TIME : 9:15 AM

200001952412

ORDER NO. : 092909

CUSTOMER NO: 89162A

CUSTOMER: Sherry Mullins, Esq
ANANIA BANDKLAYDER &
BLACKWELL, P.A.
Suite 3300, international Place
100 S.e. Second Street
Miami, FL 33131

RECEIVED
96 SEP 20 AM 9:52
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: PALM BEACH AEROSPACE GROUP, INC.

EFFECTIVE DATE:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 20 PM 2:11

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
DELETE CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: OP 9/20/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 SEP 20 PM 2:11

ARTICLES OF INCORPORATION

OF

PALM BEACH AEROSPACE GROUP, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name and address of the principal office of this corporation shall be:

PALM BEACH AEROSPACE GROUP, INC.
3800A Southern Boulevard
West Palm Beach, Florida 33406

ARTICLE II - 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 III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock, having a par value of ONE ($1.00) DOLLAR PER SHARE.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V - REGISTERED AGENT

The initial registered agent of this corporation shall be FRANCIS A. ANANIA, ESQUIRE and the street address of the initial registered office shall be One International Place, 100 S.E. 2nd Street, Suite 3300, Miami, Florida 33131.

ARTICLE VI - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Boards of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders. The names and addresses of the initial members of the Board of Directors are:

William Bond Elliott Director	3800A Southern Boulevard West Palm Beach, FL 33406

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

William Bond Elliott President	3800A Southern Boulevard West Palm Beach, FL 33406
Sheldon Gershman Exec. Vice President	3800A Southern Boulevard West Palm Beach, FL 33406
Byron Knowles Exec. Vice President	3800A Southern Boulevard West Palm Beach, FL 33406

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation:

Francis A. Anania
One International Place
100 S.E. 2nd Street, Suite 3300
Miami, Florida 33131

IN WITNESS WHEREOF, I, the undersigned being the incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 19 day of Sept, 1996.

Francis A. Anania

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Francis A. Anania, to be known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 19th day of September, 1996.

OFFICIAL NOTARY SEAL
BETH ANN MOSS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC249704
MY COMMISSION EXP. JAN. 3,1997

Beth Ann Moss
Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Francis A. Anania, Esquire, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 48.091, Florida Statutes.

By: ______________________
Francis A. Anania
Registered Agent

DATED: This 11 day of Sept., 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 20 PM 2:12

P96000078341

ANANIA
BANDKLAYDER & BLACKWELL
ATTORNEYS AT LAW
ONE INTERNATIONAL PLACE, SUITE 3300
100 SOUTHEAST SECOND STREET
MIAMI, FLORIDA

FRANCIS A. ANANIA
DANIEL K. BANDKLAYDER
AMY S. MA
RICHARD F.
DAVID SAMPEDRO
ROBERTO A. TORRICELLA, JR.
DAVID A. SCHWARTZ
OF COUNSEL

PHONE (305) 373-4900
FACSIMILE (305) 373-6914

October 8, 1996

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

000001971510
-10/11/96--01039--009
*****35.00 *****35.00

RE: Palm Beach Aerospace Group

Dear Sir/Madam:

Enclosed for filing with the Florida Department of State are Articles of Amendment to Articles of Incorporation of the above-referenced corporation. Our check in the amount of $35.00 is included as payment for the requisite filing fee. Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

Elaine M. Brizuela

Elaine M. Brizuela
Legal Assistant

/emb
Encl.

96 NOV -8 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED AND FILED

P96000078341

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 16, 1996

BANDKLAYDER & BLACKWELL
% ELAINE BRIZUELA
100 SOUTHEAST SECOND STREET, #3300
MIAMI, FL 33131-2144

SUBJECT: PALM BEACH AEROSPACE GROUP, INC.
Ref. Number: P96000078341

We have received your document for PALM BEACH AEROSPACE GROUP, INC. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 396A00047489

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

PALM BEACH AEROSPACE GROUP, INC.

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

ARTICLE VI - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Boards of Directors, subject to any limitation set forth in the Articles of Incorporation. This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders. The names and addresses of the members of the Board of Directors are:

William Bond Elliott Director	3800A Southern Boulevard West Palm Beach, FL 33406
Ray Adams Director	3800A Southern Boulevard West Palm Beach, FL 33406

ARTICLE VII - OFFICERS

The names and addresses of the officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Ray Adams President	3800A Southern Boulevard West Palm Beach, FL 33406
Sheldon Gershman Executive Vice President	3800A Southern Boulevard West Palm Beach, FL 33406
Byron Knowles Executive Vice President	3800A Southern Boulevard West Palm Beach, FL 33406

These Articles of Amendment to Articles of Incorporation were adopted this 21st day of October, 1996.

ANANIA, BANDKLAYDER & BLACKWELL
ONE INTERNATIONAL PLACE, 100 S. E. SECOND STREET, SUITE 3300, MIAMI, FLORIDA 33131-2144 • TELEPHONE (305) 373-4900 • FACSIMILE (305) 373-6914

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 21 day of October, 1996.

Francis A. Anania, Incorporator

P96000078341

ANANIA
BANDKLAYDER & BLACKWELL
ATTORNEYS AT LAW
ONE INTERNATIONAL PLACE, SUITE 3300
100 SOUTHEAST SECOND STREET
MIAMI, FLORIDA 33131-2144

FRANCIS A. ANANIA
DANIEL K. BANDKLAYDER
MAURICE J. BAUMGARTEN
DONALD A. BLACKWELL
M. CATHERINE HITE
AMY MARCUS-HOLLUB
SHERRI L. MULLINS
RICHARD F. O'BRIEN, III
ROBERTO A. TORRICELLA, JR.

DAVID A. SCHWARTZ
OF COUNSEL

TELEPHONE (305) 373-4900
FACSIMILE (305) 373-6914
E-Mail:anania@counsel.com

December 13, 1996

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

400002029774--9
-12/16/96--01030--001
*****35.00 *****35.00

RE: Palm Beach Aerospace Group

Dear Sir/Madam:

Enclosed for filing with the Florida Department of State are Articles of Amendment to Articles of Incorporation of the above-referenced corporation. Our check in the amount of $35.00 is included as payment for the requisite filing fee. Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

Elaine M. Brizuela

Elaine M. Brizuela
Legal Assistant

/emb
Encl.

FILED
97 JAN -7 AM 9:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amend

VS JAN 10 1997

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 2, 1997

ELAINE M. BRIZUELA
ONE INTERNATIONAL PLACE, STE. 3300
100 SE SECOND STREET
MIAMI, FL 33131-2144

SUBJECT: PALM BEACH AEROSPACE GROUP, INC.
Ref. Number: P96000078341

We have received your document for PALM BEACH AEROSPACE GROUP, INC. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 197A00000012

ANANIA
BANDKLAYDER & BLACKWELL
ATTORNEYS AT LAW
ONE INTERNATIONAL PLACE, SUITE 3300
100 SOUTHEAST SECOND STREET
MIAMI, FLORIDA 33131-2144

FRANCIS A. ANANIA
DANIEL K. BANDKLAYDER
MAURICE J. BAUMGARTEN
DONALD A. BLACKWELL
M. CATHERINE HITE
AMY MARCUS-HOLLUB
SHERRI L. MULLINS
RICHARD F. O'BRIEN, III
ROBERTO A. TORRICELLA, JR.

DAVID A. SCHWARTZ
OF COUNSEL

TELEPHONE (305) 373-4000
FACSIMILE (305) 373-6914
E-Mail:anania@counsel.com

January 6, 1997

Velma Shepard
Corporate Specialist
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Palm Beach Aerospace Group
RE: P96000078341

Dear Ms. Shepard:

Pursuant to your letter of January 2, 1997, enclosed is a revised Amendment to Articles of Incorporation for filing with your office. As requested, a copy of your letter is also provided herein.

Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

Elaine M. Brizuela

Elaine M. Brizuela
Legal Assistant

/emb
Encl.

FILED
97 JAN -7 AM 9:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

PALM BEACH AEROSPACE GROUP, INC.

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

ARTICLE VII - OFFICERS

The names and addresses of the officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Ray Adams President	3800A Southern Boulevard West Palm Beach, FL 33406
Sheldon Gershman Executive Vice President	3800A Southern Boulevard West Palm Beach, FL 33406
Byron Knowles Executive Vice President	3800A Southern Boulevard West Palm Beach, FL 33406
Ray Adams Assistant Secretary	3800A Southern Boulevard West Palm Beach, FL
Byron Knowles Assistant Secretary	3800A Southern Boulevard West Palm Beach, FL

These Articles of Amendment were adopted this 6 day of January, 1997.

The foregoing amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 6 day of January, 1997.

Francis A. Anania, Incorporator