

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171

800-342-8086



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 117410 81624A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizut

ORDER DATE : October 11, 1996

ORDER TIME : 9:45 AM

ORDER NO. : 117410

300001871603

CUSTOMER NO: 81624A

CUSTOMER: Ms. Ellie Garcia
J. PATRICK FITZGERALD, PA

Suite 3-b
110 Merrick Way
Coral Gables, FL 33134

DOMESTIC FILING

NAME: YMC ACQUISITION COMPANY NUMBER
TWO

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
96 OCT 11 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 11 AM 10:52
DIVISION OF CORPORATION

10-11-96
KR

ARTICLES OF INCORPORATION
OF
YMC ACQUISITION COMPANY NUMBER TWO

FILED
\$6 OCT 11 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a for-profit corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is YMC Acquisition Company Number Two, and its principal office is located at 6965 N.W. 46th Street, Miami, FL 33166.

ARTICLE II
PURPOSE

This corporation is organized for the purpose of operating and transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III
TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 300 shares of common stock with a par value of \$1.00.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation and the name of the registered agent of this corporation is:

John P. Yurgealitis
6965 N.W. 46th Street
Miami, FL 33166

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time as prescribed by the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
John P. Yurgealitis	14800 Lewis Road Miami Lakes, FL 33014
Manuel R. Martinez	14835 S.W. 42nd Court Miramar, FL 33027
Abelardo M. Cantillo	13178 N.W. 11th Place Sunrise, FL 33323

ARTICLE VIII
OFFICERS

The corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office at one time. Such officers shall be elected by the Board of Directors. The Board may remove any or all of the officers from office, with or without cause, and at such time as the Board may determine. The names and addresses and positions of the persons who serve as the initial officers of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>POSITION</u>
John P. Yurgealitis	14800 Lewis Road Miami Lakes, FL 33014	President

Manuel R. Martinez	14835 S.W. 42nd Court Miramar, FL 33027	Vice President Treasurer
Abelardo M. Cantillo	13178 N.W. 11th Place Sunrise, FL 33323	Secretary

ARTICLE IX
INCORPORATOR

The name and address of the corporation signing these articles is:

YMC Aviation, Inc.
6965 N.W. 46th Street
Miami, FL 33166

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

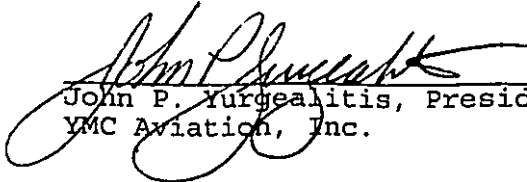
ARTICLE XI
BYLAWS

The Bylaws may be repealed or amended, and new Bylaws may be adopted, by either the Board of Directors or the Stockholders, but the Board of Directors may not amend or repeal any Bylaw adopted by Stockholders if the Stockholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE XII
AMENDMENT OF THE ARTICLES OF INCORPORATION

These articles may be amended, altered, modified or revoked only upon the vote of the majority of the shareholders.

IN WITNESS WHEREOF, I have subscribed my name this 10th day of October, 1996.

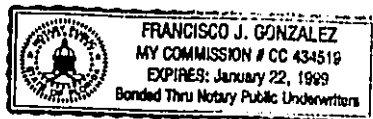

John P. Yurgealitis, President
YMC Aviation, Inc.

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 10 day of October, 1996, by John P. Yurgealitis, as President of YMC Aviation, Inc. the incorporator of YMC Acquisition Company Number Two, a Florida corporation, on behalf of the corporation. He is personally known to me or who has produced _____, as identification.

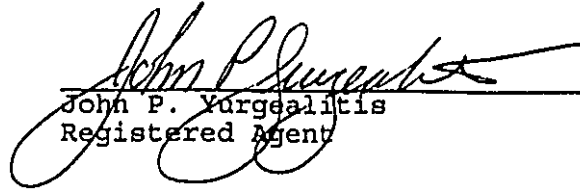
Frank J. S.
NOTARY PUBLIC-STATE OF FLORIDA
At Large

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.


John P. Yurgealitis
Registered Agent

FILED
96 OCT 11 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000084118

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

YMC ACQUISITION COMPANY NUMBER TWO, A FLORIDA CORPORATION,
P96000084118.

INTO

UNITED AERODYNAMICS CORPORATION, a Florida corporation, 406385.

File date: November 1, 1996

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 70.00