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LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 151683 9564A

AUTHORIZATION :

Patricia Pyjute

COST LIMIT : \$ 70.00

ORDER DATE : November 12, 1996

ORDER TIME : 10:03 AM

ORDER NO. : 151683-005

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CUSTOMER NO: 9564A

CUSTOMER: Conrad Kulatz, Esq  
KULATZ & DOBBINS, P.A.

Suite 4r  
633 S.e. Third Avenue  
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: MIAMI HELIPARTS, INC.

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: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED  
96 NOV 12 PM 3:49  
RECEIVED  
96 NOV 12 AM 10:56  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

11-12-96  
KR

ARTICLES OF INCORPORATION  
OF  
Miami Heliparts, Inc.

FILED  
95 NOV 12 PM 3:49  
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 the corporation shall be:

Miami Heliparts, Inc.

The principal place of business of this corporation shall be 7311 NW 12th Street, Miami, FL 33126.

**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 1,000 shares of common stock having a par value of \$1.00 per share.

#### **ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be 633 S.E. Third Avenue, Suite 4R, Fort Lauderdale, Florida 33301, and the name of the initial resident agent of the corporation at that address is Attorney at Law Conrad S. Kulatz, Esquire at Kulatz & Dobbins, P.A.

#### **ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VI. CORPORATE INDEMNIFICATION PLAN**

The corporation will indemnify any person:

(1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014;

(2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014. The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The corporation will have the power to make further indemnification as provided in Florida Statute 607.014(6) except to indemnify any person against gross negligence or willful misconduct.

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided in Florida Statutes 607.014(8) and 607.014(9).

#### ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

#### ARTICLES VIII. DIRECTORS

This corporation shall have One (1) Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law. The name and address of the initial Director of the Corporation is:

Karen Dobbins  
7311 NW 12th Street  
Miami, FL 33126

#### ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

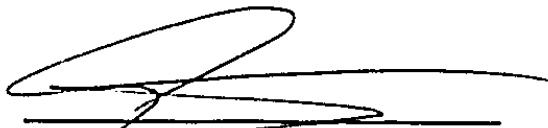
Karen Dobbins  
7311 NW 12th Street  
Miami, FL 33126

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the 11<sup>th</sup> day of November, 1996.

Karen Dobbins  
Karen Dobbins

STATE OF FLORIDA     )  
                                  ) ss.  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 17th day of November, 1996 by Karen Dobbins who is personally known to me and who did take an oath.



Conrad S. Kulatz, Notary Public

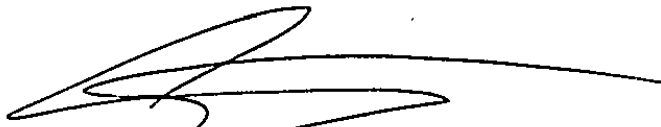
My Commission expires:



CONRAD S. KULATZ  
My Commission CG561027  
Expires Jul. 11, 2000

Having been named to accept service of process for the above state corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Kulatz & Dobbins, P.A.



Conrad S. Kulatz, Esquire

FILED  
96 NOV 12 PM 3:49  
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TALLAHASSEE, FLORIDA