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GLASSBERG & GLASSBERG, P.A.

FILED

1450 MADRUCA AVENUE
SUITE 302
CORAL GABLES, FLORIDA 33146

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(305) 669-9535
FAX (305) 669-0804

DAVID M. GLASSBERG
LORIE GLASSBERG
DAVID E. SAOS

OF COUNSEL
TODD AL WILSON
KENE TAYLOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 31, 1996

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

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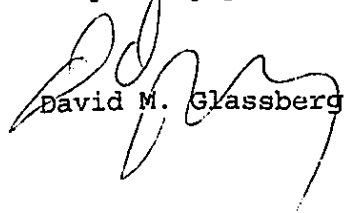
RE: AIRWORTHINESS WORLDWIDE, INC.

Gentlemen:

Enclosed please find two copies of the Articles of Incorporation for AIRWORTHINESS WORLDWIDE, INC. Also, enclosed please find our check in the amount of ONE HUNDRED TWENTY-TWO AND 50/100 DOLLARS (\$122.50) made payable to the Secretary of State for filing fees of the above mentioned corporation. I have enclosed a self-addressed stamped envelope for the return of a certified copy of the Articles of Incorporation.

Should you have any questions with regard to the foregoing, please contact the undersigned at (305) 669-9535.

Very truly yours,


David M. Glassberg

DMG/lr
enclosures

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11/14/96

ARTICLES OF INCORPORATION
FOR
AIRWORTHINESS WORLDWIDE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is: AIRWORTHINESS WORLDWIDE, INC.
The mailing address of the corporation is: 430 N.E. 113th Street,
Miami, FL 33161.

ARTICLE II

The duration of the corporation shall be perpetual. The date
and time of the commencement of the corporate existence of the
corporation shall be upon filing these Articles of Incorporation
with the Secretary of State of Florida.

ARTICLE III

The nature of the business and the objects and purposes to be
transacted, promoted or carried on by the corporation are to engage
in any lawful act, activity or business for which corporations may
be organized under the laws of the United States of America and of
the State of Florida. Additionally, this corporation shall have
all of the powers vested in a corporation organized under and
existing by virtue of the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is
authorized to issue and have outstanding at any time is 100,000
common shares. Such 100,000 common shares shall consist of one
class only having a par value of \$.01 per share.

ARTICLE V

The street address of the initial registered office of the corporation is 430 N.E. 113th Street, Miami, FL 33161. The name of the corporation's initial registered agent at said address is ELIZABETH SANTANA.

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be one (1). The name and street address of the initial member of the Board of Directors is:

HECTOR DE LEON
430 N.E. 113th Street
Miami, FL 33161

The number of Directors may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

ARTICLE VII

The name and street address of the incorporator is:

ELIZABETH SANTANA
430 N.E. 113th Street
Miami, FL 33161

ARTICLE VIII

No contract or other transaction between this corporation and one or more of its directors, officers and/or shareholders or any other corporation, firm, association or entity in which one or more of its directors, officers and/or shareholders are directors, officers, shareholders or are financially interested shall be either void or voidable because of such relationship or interest,

because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as the corporation at the time it is authorized by the board, a committee thereof or the shareholders.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF the undersigned has caused these Articles of Incorporation to be executed at Miami, Florida this 31st day of October, 1996.

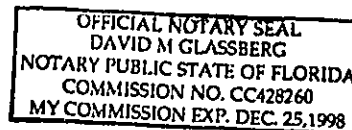
X Elizabeth Santana
ELIZABETH SANTANA, Incorporator and
Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 31st day of October, 1996, ELIZABETH SANTANA Incorporator and Registered Agent, personally known to me.

David M. Glassberg
Notary Public, State of Florida

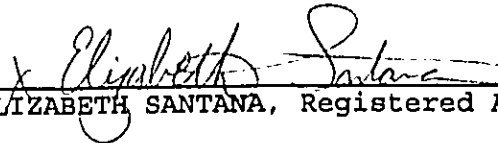
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for AIRWORTHINESS WORLDWIDE, INC., a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 31st day of October, 1996.


ELIZABETH SANTANA, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Hector De Leon
430 NE 113th St
Miami, FL 33161

Office Use Only

C

NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 12/98

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Airtelthiness Worldwide, Inc.

1b. The mailing address of the corporation is: 430 N.E. 113th Street
Miami, FL 33161

1c. Date of Incorporation: 11/12/96 Document number: P96000093417
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2. The name and address of the current registered agent and office:

ELIZABETH SANTANA
430 N.E. 113th Street
Miami, FL 33161

3. The name and address of the new registered agent and office: P.O. Box Not Acceptable

Hector De Leon Hector De Leon
430 N.E. 113th Street
Miami, FL 33161

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

X Elizabeth Santana
(Signature of an officer, chairman or
vice chairman of the board)

Elizabeth Santana, president
(Printed or typed name and title)

12/6/96
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Hector De Leon
(Signature of Registered Agent)

12/6/96
(Date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA