

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

FILED
96 NOV 12 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

JOSEPH AVIATION ENTERPRISE INC..

ARTICLE II PRINCIPAL OFFICE

8600 N.W 24TH COURT
PEMBROKE PINES, FL 33024

ARTICLE III SHARES

43,000 SHARES (par value \$1.00)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

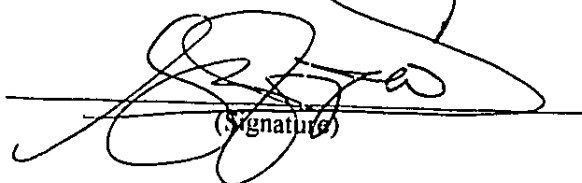
GLENN E. JOSEPH
8600 N.W. 24TH COURT
PEMBROKE PINES, FL 33024

ARTICLE V INCORPORATOR

GLENN E. JOSEPH
8600 N.W. 24TH COURT
PEMBROKE PINES, FL 33024

PURPOSE OF CORPORATION: AIRCRAFT LEASING AND RENTAL. THE FOREGOING PURPOSES AND ACTIVITIES WILL BE INTERPRETED AS EXAMPLES ONLY AND NOT AS LIMITATIONS, AND NOTHING THEREIN SHALL BE DEEMED AS PROHIBITING THE CORPORATION FROM ENGAGING IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A CORPORATION MAY BE ORGANIZED UNDER THE GENERAL CORPORATION LAW OF FLORIDA.

The undersigned incorporator has executed these Articles of Incorporation this 28th day of October, 1996.


(Signature)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAW OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.**

1. The name of the corporation is: Joseph Aviation Enterprise Inc.

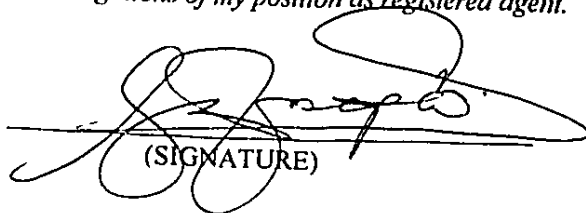
2. The name and address of the registered agent and office is:

Glenn E. Joseph
(Name)

8600 N. W. 24th Court
(P.O. Box or Mail Drop Box Not Acceptable)

Pembroke Pines, FL 33024
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 status relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

10-28-96
(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314