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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 198794 4133D

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 122.50

ORDER DATE : December 23, 1996

ORDER TIME : 10:35 AM

ORDER NO. : 198794-005

CUSTOMER NO: 4133D

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CUSTOMER: Martin Woods, Esq
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Suite 1900
200 East Broward Boulevard
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: VELOZ AVIATION CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 23 PM 4:05

FILED

Dmc 12/23/96

ARTICLES OF INCORPORATION
OF
VELOZ AVIATION CORPORATION

FILED

96 DEC 23 PM 4:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is VELOZ AVIATION CORPORATION (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 200 East Broward Blvd., Suite 1900, Ft. Lauderdale, FL 33301.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Martin B. Woods	200 East Broward Blvd. Suite 1900 Ft. Lauderdale, FL 33301

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of two persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Robert Veloz	c/o J.C. Carter Company, Inc. 671 W. 17th Street Costa Mesa, CA 92627
Marlene Veloz	c/o J.C. Carter Company, Inc. 671 W. 17th Street Costa Mesa, CA 92627

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Martin B. Woods	200 East Broward Blvd. Suite 1900 Ft. Lauderdale, FL 33301

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.


ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.


IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 20th day of December, 1996.



Martin B. Woods,
Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent
contained in the foregoing Articles of Incorporation and state that
I am familiar with and accept the obligations of Section 607.0501
of the Florida Statutes.



Martin B. Woods,
Registered Agent

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