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January 9, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
P.O.Box 6327
Tallahassee, Florida 32314

Re: FLORIDA PACIFIC AVIATION CORPORATION

Dear Sir/ Madam:

We enclose the articles of incorporation of the above-referenced corporation, along with a check in the amount of \$122.50, which we ask that you file as soon as possible. Please return a certified copy of the articles and the corporate charter to the address contained in the letterhead.

Thank you for your assistance in this regard. 300002055613--7
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****122.50 ****122.50

Very truly yours,

Enrique Arroyo
ENRIQUE ARROYO

FILED
97 JAN 13 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-17-97
TB

**ARTICLES OF INCORPORATION
OF
FLORIDA PACIFIC AVIATION CORPORATION**

FILED
JAN 13 PM 1:49
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 is: FLORIDA PACIFIC AVIATION CORPORATION.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and this state.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE MILLION shares of Common Stock with a par value of \$0.01 per share.

All of the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL STREET ADDRESS

The initial street address of the principal office of this corporation is: 400 Avenue B, Melbourne Beach, Florida 32951.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have two director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the Bylaws. Directors need not be stockholders.

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be

indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for gross negligence or wilful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be presented at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote

there to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

GARY B. LANE, 400 AVENUE B, MELBOURNE BEACH, FL 32951.

ERNEST C. GUERRI, 400 AVENUE B, MELBOURNE BEACH, FL 32951.

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is: ERNEST C. GUERRI, 400 AVENUE B, MELBOURNE BEACH, FL 32937.

ARTICLE X - BYLAWS

The power to adopt, alter amend or repeal bylaws shall be vested in the stockholders. The bylaws of the corporation may be amended by the holders of a majority of voting stock of the corporation to include restrictive terms and conditions of the stock.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of stockholders may be called by the holders of a majority of the voting stock of the corporation.

ARTICLE XII - STOCKHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Stockholder's Meeting by the majority of the stock entitled to vote thereon.

ARTICLE XIV - DATE OF COMMENCEMENT
OF CORPORATE EXISTENCE

The date of commencement of corporate existence of this corporation shall be upon filing hereof in the Office of the Secretary of State.

IN WITNESS WHEREOF, the Subscriber of these Articles of Incorporation has hereunto set her hand and seal this 9th day of January 1997.

Ernest C. Guerri

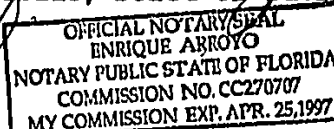
STATE OF FLORIDA)
) ss.
COUNTY OF BREVARD)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Ernest C. Guerri, to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 9th day of January 1997.

Enrique Arroyo
Notary Public, State of Florida

My Commission Expires:



C E R T I F I C A T E

DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, REGISTERED OFFICE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
91 JAN 13 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That FLORIDA PACIFIC AVIATION CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Melbourne Beach, County of Brevard, State of Florida, has named Enrique Arroyo of Arroyo & Arroyo, P.A., located at 1600 West Eau Gallie Blvd., Suite 201, City of Melbourne, County of Brevard, State of Florida 32935, as its agent to accept service of process within this state.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept the appointment, agree to act in this capacity, am familiar with, and hereby accept the duties and responsibilities of registered agent for said corporation.

By: _____

Enrique Arroyo
ENRIQUE ARROYO
(Resident Agent)