

Thomas Elliott
2130 MacHardy Road
Deltona, Florida 32738

P970000953

January 22, 1997

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Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed are two sets of the Articles of Incorporation for Cadillac Aero Services, Inc. along with the applicable filing fees of one hundred twenty-two dollars and fifty cents.

If you have any questions concerning the above please feel free to call Thomas Elliott at (904) 801-0918. Thank you in advance for your assistance.

Very truly yours,

Thomas Elliott

Thomas Elliott

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

1/30

**Articles of Incorporation
of
Cadillac Aero Services, Inc.**

The undersigned incorporator, being persons competent to contract subscribes to these Articles of Incorporation to form a for profit corporation under the laws of the State of Florida.

ARTICLE I

Name. The name and mailing address of this corporation is :

Cadillac Aero Services, Inc.
P.O. Box 4007
Enterprise, Florida 32725-0007

ARTICLE II

Business and Activities. This corporation may and is authorized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,002 shares of common stock having a par value of \$1 per share, with the consideration to be paid for each share to be in money, property, or services actually performed as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This corporation shall have perpetual existence. This corporation's existence shall commence on the date of the receipt and acknowledgment of these articles by the Secretary of State.

ARTICLE V

Initial Registered Office and Agent. The address of the initial registered office of the corporation is 2130 MacHardy Road, Deltona, Florida 32738 and the name of the initial registered agent of the corporation at that address is Thomas Elliott.

ARTICLE VI

Number of Directors. This corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the Board of Directors or the shareholders in accordance with the by-laws of this corporation. Directors as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting.

ARTICLE VII

Initial Board of Directors. The name and street address of the initial directors of this corporation is:

Kathleen D. Elliott
2130 MacHardy Road
Deltona, FL 32738

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rebecca S. Thompson
5834 Bent Pine Drive
Suite # 137
Orlando Florida, 32827

Louise T. Voight
3165 North Atlantic Avenue
Unit B 306
Cocoa Beach Florida, 32931

ARTICLE VIII

Incorporator. The name and street address of the incorporator signing these articles is:

Thomas Elliott
2130 MacHardy Road
Deltona, FL 32738

ARTICLE IX

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time-to-time provided for in the by-laws of this corporation.

ARTICLE X

Amendment to Articles. 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 shareholders and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any rights conferred by these Articles of Incorporation upon the shareholders are subject to this reservation.

ARTICLE XI

By-Laws. The power to adopt, alter, amend, repeal By-Laws of this corporation shall be vested in the Board of Directors.

ARTICLE XII

Indemnification. This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by the law.

ARTICLE XIII

Right of First Refusal. No shareholder of this corporation shall have the right to sell or assign stock of this corporation without having first offered to sell such shares first to the corporation and then to other shareholders of the corporation at the same price and at the same terms and conditions pursuant to which the shareholder intends to sell their shares subject only to this right of first refusal in the corporation and the other shareholders.

Each stock certificate issued representing shares of this corporation shall bear a restrictive legend as follows:

Transfer of this certificate and the shares represented hereby is subject to the right of first refusal of the corporation and the other shareholders contained in the Articles of Incorporation of the corporation to which the holder hereof assents.

IN WITNESS WHEREOF, the undersigned does set their hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 22nd day of January 1997.

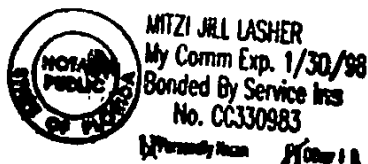

Thomas Elliott

E430-820-55-180-0
Florida Driver's License #

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Thomas Elliott, who produced a current driver's license issued by the State of Florida Department of Motor Vehicles as identification, and they executed the foregoing Articles of Incorporation in my presence freely and voluntarily, and for the uses and purposes expressed therein.

WITNESS my hand and official seal in the County and State aforesaid this 22nd day of January 1997.




NOTARY PUBLIC, State of Florida

Name Mitzi Jill Lasher

Commission Number CC330983

My commission expires: January 30, 1998

**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN THE STATE**

Pursuant to Florida Statutes Sections 607.0501 (3) and 607.0505 the following is submitted in compliance with said Act :

Cadillac Aero Services, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 2130 MacHardy Road, Deltona, Florida 32738, has named Thomas Elliott located at the above registered office as its Registered Agent to accept service of process within the State.

ACKNOWLEDGMENT :

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

BY: Thomas Elliott
Registered Agent

DATE: JAN. 22, 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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