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ACCOUNT NO. : 072100000032
REFERENCE : 242619 80816A
AUTHORIZATION :
COST LIMIT : \$

ORDER DATE : January 30, 1997
ORDER TIME : 11:13 AM
ORDER NO. : 242619-005
CUSTOMER NO: 80816A

CUSTOMER: Patrick M. O'hara, P.a.
PATRICK O'HARA, ESQ

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-01/30/97--01086--022
*****70.00 *****70.00

324 Datura Street, Suite 100
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: SOUTHEAST AERO, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

FILED
97 JAN 30 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN 30 PM 1:11
DIVISION OF CORPORATION

KR
1-30-97

**ARTICLES OF INCORPORATION
OF
SOUTHEAST AERO, INC.**

FILED
97 JAN 30 PM 2:39
SECRET
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is:

SOUTHEAST AERO, INC.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

a. To operate an aircraft repair and maintenance company and for the purpose of transacting any and all other lawful business.

b. To acquire, purchase, exchange, gift, bequest, subscription, or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted

or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect there of.

c. To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either along or in conjunction with any other person, association or corporation.

d. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the state of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 7,500 shares of common stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such

shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation is 2135 Windsock Way, Wellington, Florida 33414, and the name of its initial registered agent at the registered office of 324 Datura Street, Suite 100,

West Palm Beach, Florida is Patrick M. O'Hara.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial board of Directors of this corporation is one (1). The names and addresses of the persons to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
Richard H. Perry	2135 Windsock Way Wellington, Florida 33414

ARTICLE IX - INCORPORATORS

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Richard H. Perry	2135 Windsock Way Wellington, Florida 33414

ARTICLE X - OFFICERS

The names and addresses of the officers are:

President/Secretary/Treasurer:
Richard H. Perry
2135 Windsock Way
Wellington, Florida 33414

ARTICLE XI - COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

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

consent sufficient for the purpose without counting the votes or consents of such interest Director; 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 is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

ARTICLE XII - BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED THIS 29 day of January, 1997.

Richard H. Perry
Richard H. Perry
(Incorporator)

STATE OF FLORIDA) SS:

COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation were acknowledged before me this 29th day of January, 1997 by Richard H. Perry.



PATRICK M O'HARA
My Commission CC380112
Expires Jun. 07, 1998
Bonded by HAI
800-422-1888

Printed Name of Notary Public

Patrick M. O'Hara
Signature of Notary Public

Commission Number: _____

My Commission Expires: _____

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

The foregoing is submitted pursuant to Section 48.091(1) and
607.034, Florida Statutes:

SOUTHEAST AERO, INC., desiring to organize under the laws of
the state of Florida being in the County of Palm Beach, at 2135
Windssock Way, Wellington, Florida 33414, has named Patrick M.
O'Hara, located at the registered office address as its initial
registered agent to accept service of process within this state.

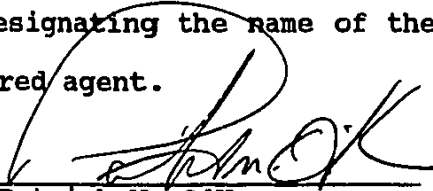
ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-stated corporation, at the initial registered office of the
corporation in this state, I hereby accept to act in this capacity
and agree to comply with the provisions of said statute relative to
keeping the registered office of the corporation open from 10:00
a.m. to noon each day, except Saturdays, Sundays and legal
holidays, and to pose therein a sign designating the name of the
corporation and the name of its registered agent.

DATE:

January 29, 19 97

BY:


Patrick M. O'Hara

a:\perry.art

FILED
97 JAN 30 PM 2:39
SECRET
TALLAHASSEE, FLORIDA