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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

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FAX #: (305)541-3770

NAME: MAHFOOZ AVIATION INC.

AUDIT NUMBER.....H97000002079

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 5, 1997

EMPIRE

SUBJECT: MAHFOOZ AVIATION INC.
REF: W97000002833

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(4)

ARTICLES OF INCORPORATION**OF****MAHFOOZ AVIATION INC.**

The undersigned has executed this document as incorporator of the above-named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation ("Corporation") is
MAHFOOZ AVIATION INC.

ARTICLE II

The Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The address of the principal office of the Corporation is: c/o William J. Brown, Esq., 777 Brickell Avenue, Suite 1114, Miami, Florida 33131.

Prepared By:

William J. Brown, Esq.
Fl Bar # 103653
777 Brickell Avenue, Suite 1114
Miami, Florida 33131
(305) 374-2280

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have authority to issue is 100. Unless otherwise stated in these articles, or in any amendment to these articles, there shall be only one class of stock of this corporation.

ARTICLE VI

The name and address of the initial Registered Agent of this Corporation shall be: William J. Brown, Esq., 777 Brickell Avenue, Suite 1114, Miami, Florida 33131.

ARTICLE VII

The name and street address of the person signing these Articles of Incorporation is: Saleem Zaidi, c/o William J. Brown, Esq., 777 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4 day of February, 1997.



Saleem Zaidi

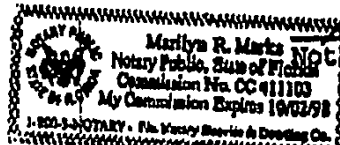
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Saleem Zaidi known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

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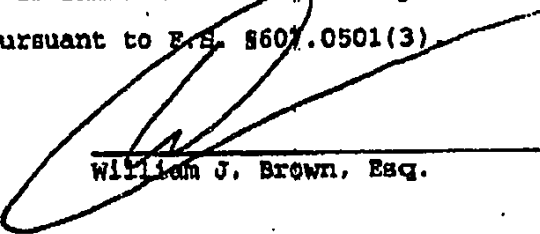
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IN WITNESS WHEREOF, I have hereunto set my hand and seal this

4 day of February, 1997.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for
MAHFOOZ AVIATION INC. at the place designated in the Articles of
Incorporation, the undersigned is familiar with and accepts the
obligations of that position pursuant to F.S. §601.0501(3).


William J. Brown, Esq.DATE: February 4, 1997.FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared By:

William J. Brown, Esq.
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