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FEBRUARY 5, 1997

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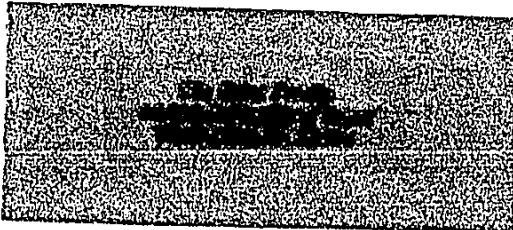
DEAR SIR:

PLEASE FIND ENCLOSED ARTICLES OF INCORPORATION FOR BRINT
AEROSPACE SERVICES, LTD. THE PHONE NUMBER IS (561) 798-6312.

PLEASE FIND ALSO ENCLOSED IS A CHECK FOR \$70.00 FOR THE FILING
FEE. I HAVE ENCLOSED AN EXTRA COPY OF THE ARTICLES OF
INCORPORATION, PLEASE STAMP THEM FILED AND RETURN THEM.

SINCERELY,

Vickie Y. Brint
VICKIE Y. BRINT



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 10 PM 3:58

Michael Brint GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Corp. Suffix*
DATE *2/11/97*
DOC. EXAM. *gf*

gf 2/11/97

**ARTICLES OF INCORPORATION
OF
BRINT AEROSPACE SERVICES, DORP.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 10 PM 3:58

THE UNDERSIGNED INCORPORATION OF THESE ARTICLES OF INCORPORATION IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE GENERAL CORPORATION ACT AND OTHER LAWS OF THE STATE OF FLORIDA.

ARTICLE I: NAME

THE NAME OF THIS CORPORATION IS **BRINT AEROSPACE SERVICES, CORP.**

ARTICLE II: DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE III: PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE IV: CORPORATION POWERS

THIS CORPORATION SHALL HAVE THE POWER TO DO ANYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OR FURTHERANCE OF ANY PURPOSES OR OBJECTS OF THIS CORPORATION ENUMERATED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OR FURTHERANCE OF THE PURPOSES OR OBJECTS OF THIS CORPORATION AND TO HAVE, IN FURTHERANCE OF THE CORPORATE PURPOSE, ALL OF THE POWERS CONFERRED UPON CORPORATIONS ORGANIZED UNDER THE FLORIDA CORPORATION ACT.

ARTICLE V: CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$1.00 PER SHARE. THE BOARD OF DIRECTORS IS AUTHORIZED TO ISSUE "SECTION 1244 STOCK" AS DEFINED BY SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE VI: INITIAL PRINCIPAL OFFICE REGISTERED OFFICE AND AGENT

THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS 15360 DE HAVILLAND COURT, WELLINGTON, FLORIDA 33414; THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 15360 DE HAVILLAND COURT, WELLINGTON, FLORIDA 33414; AND THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS VICKIE Y. BRINT THE STOCKHOLDERS SHALL HAVE THE POWER TO ESTABLISH BRANCH OFFICES, AND TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII: INCORPORATOR

THE NAME AND ADDRESS OF THE PERSONS SIGNING THESE ARTICLES ARE:

J. MICHAEL BRINT

15360 DE HAVILLAND COURT

WELLINGTON, FL 33414

AND

VICKIE Y. BRINT

15360 DE HAVILLAND COURT

WELLINGTON, FL 33414

ARTICLE VIII: MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE IX: CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS OF SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE SOLE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS FOR THE MANAGEMENT OF THIS CORPORATION, AND THE DUTIES OF THE OFFICERS SHALL BE PRESCRIBED BY SUCH BY-LAWS.

ARTICLE X: INITIAL DIRECTORS

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION ARE:

1> J. MICHAEL BRINT: 15360 DE HAVILLAND COURT
WELLINGTON, FL 33414

2> VICKIE Y. BRINT 15360 DE HAVILLAND COURT
WELLINGTON, FL 33414

ARTICLE XI: INITIAL OFFICERS AND SUBSCRIBERS

THE NAMES AND POST OFFICE ADDRESSES OF THE OFFICERS WHO ARE TO SERVE UNTIL THE FIRST ELECTION UNDER THE ARTICLES OF INCORPORATION ARE AS FOLLOWS;

PRESIDENT/SECRETARY: VICKIE Y. BRINT: 15360 DE HAVILLAND CT.
WELLINGTON, FL 33414

VICE PRESIDENT/TREASURER: J. MICHAEL BRINT: 15360 DE HAVILLAND CT.
WELLINGTON, FL 33414

ARTICLE XII: AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW.

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED
THESE ARTICLES OF INCORPORATION ON FEBRUARY 1, 1997.



J. MICHAEL BRINT

STATE OF FLORIDA
COUNTY OF PALM BEACH

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 J. MICHAEL BRINT TO ME
KNOWN AND KNOWN TO BE THE PERSON DESCRIBED AS THE PERSON WHO
EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND
ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE SAID ARTICLES OF
INCORPORATION FOR THE USES AND PURPOSES THEREIN SET FORTH AND
EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL
AT WELLINGTON, FLORIDA, THIS February 4 DAY OF _____ 1997.



NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED
THESE ARTICLES OF INCORPORATION ON FEBRUARY 1, 1997.

Vickie Y. Brunt
VICKIE Y. BRUNT

STATE OF FLORIDA
COUNTY OF PALM BEACH

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 VICKIE Y. BRUNT TO ME
KNOWN AND KNOWN TO BE THE PERSONA DESCRIBED AS THE PERSON WHO
EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND
ACKNOWLEDGED BEFORE ME THAT SHE EXECUTED THE SAID ARTICLES OF
INCORPORATION FOR THE USES AND PURPOSES THEREIN SET FORTH AND
EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL
AT WELLINGTON, FLORIDA, THIS 4th DAY OF February 1997.

Ann F. Trebbly
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 FEB 10 PM 3:58

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

IN PURSUANCE OF FLORIDA STATUES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST, THAT **BRINT AEROSPACE SERVICES, CORP.** 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 WELLINGTON, FL, HAS NAMED:

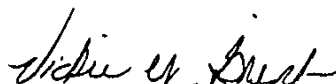
VICKIE Y. BRINT

LOCATED AT: **15360 DE HAVILLAND COURT**
WELLINGTON, FL 33414

AS ITS 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 PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY.



VICKIE Y. BRINT