



P97000014524

ACCOUNT NO. : 072100000032

REFERENCE : 259569 4336650

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 175.00

ORDER DATE : February 13, 1997

ORDER TIME : 12:23 PM

ORDER NO. : 259569-005

CUSTOMER NO: 4336650

200002087312--9

CUSTOMER: R. Allen Naude, Esq
BAKER & MCKENZIE

Suite 1600
701 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: AVTEAM AVIATION FIELD
SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX TWO CERTIFIED COPIES
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 FEB 13 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WCE
2.14.97

ARTICLES OF INCORPORATION
OF
AVTEAM AVIATION FIELD SERVICES, INC.
a Florida Corporation

FILED
97 FEB 13 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is AVTEAM Aviation Field Services, Inc. and its mailing address is 3230 Executive Way, Miramar, Florida 33025.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States, the State of Florida and the State of Texas.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$0.01 par value common stock, which shall be designated "Common Shares."

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of this Corporation at that address is Corporation Service Company.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) initial directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the directors of this Corporation are:

Donald A. Graw	c/o AVTEAM, Inc., 3230 Executive Way, Miramar, Florida 33025
Jaime J. Levy	c/o AVTEAM, Inc., 3230 Executive Way, Miramar, Florida 33025
Mark S. Koondel	c/o AVTEAM, Inc., 3230 Executive Way, Miramar, Florida 33025

ARTICLE VII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE VIII

INDEMNIFICATION

This Corporation shall indemnify and shall advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is:

Donald A. Graw
3230 Executive Way
Miramar, Florida 33055

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 12 day of February, 1997.


Donald A. Graw

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH

That AVTEAM Aviation Field Services, Inc., desiring to organize under the laws of the State of Florida, has named Corporation Service Company 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 agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 13 day of February, 1997.

Nehorah R. Skypin
Registered Agent
AS IT'S AGENT

104076

FILED
97 FEB 13 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA