

P97000016584

February 14, 1997

DEPARTMENT OF STATE
New Filings Section
Division of Corporations
409 East Gaines
Tallahassee, Florida 32399

300002090723--1
-02/18/97--01085--006
****122.50 ****122.50

Gentlemen;

I am enclosing The Articles of Incorporation for AERO
LEASING INTERNATIONAL CORP., as well as a check in the
amount of \$ 122.50 to cover the correspondent filing fees.
Please, let me know if any additional information is needed.

Very truly yours,



MASSIMO BONETTI
18090 Collins Ave. Suite 11
Miami Beach, FL 33160

FILED
97 FEB 18 AM 9:39
TALLAHASSEE, FLORIDA

SN FEB 21 1997

FILED

97 FEB 18 AM 9:39

SECRET
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

AERO LEASING INTERNATIONAL CORP.

The undersigned subscribers to those Articles of Incorporation, each a natural person competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is:

AERO LEASING INTERNATIONAL CORP.

ARTICLE II - DURATION

The term for which this Corporation shall exist shall be perpetual.

ARTICLE III - NATURE OF BUSINESS AND POWERS

The general nature of business to be transacted by this Corporation is to engage in and to do any lawful act permitted under the laws of The United States of America and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is five hundred (500) shares of common stock, having a par value of one (\$1.00) dollar per share.

Shares may be issued only for a consideration having a value, in the judgement of the Board of Directors, at least equivalent to the full par value of the stock to be issued.

All shares issued shall be paid and nonassessable.

ARTICLE V - PRINCIPAL AND REGISTER AGENT

The principal place of business of this corporation will be:

18090 Collins Ave., Suite 11
Miami Beach, Fl., 33160

The name of the initial registered agent of this corporation is:

Massimo Bonetti

The address of the initial registered agent is:

18090 Collins Ave., Suite 11
Miami Beach, Fl., 33160

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI - BOARD OF DIRECTORS

The Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The names of the initial Directors of this corporation and their street addresses are:

Massimo Bonetti - President Secretary/Director
18090 Collins Ave., Suite 11
Miami Beach, Fl., 33160

Anna Lorena Rossi
18090 Collins Ave., Suite 11
Miami Beach, Fl., 33160

The persons named as initial Directors shall hold office for the first year of existence of this corporation or until the successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII - CONFLICT OF INTEREST

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the Officers or Directors of this corporation are Officers or Directors of the said other Corporation, or by reason of the fact that one or more of the Officers or Directors of this corporation may be the other individual or individuals contracting with this corporation


ARTICLE IX - AMENDMENT

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 Stockholders and approved at a Stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders' sing a written statement.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation on this February 14, 1997.

If at any time, any of the stockholders desire to sell their stock, said stockholders shall first offer it, in writing, to the Board of Directors, stating prices and terms, and give the Board of Directors on hundred and eighty (180) days in which to place it with the stockholders, at the expiration of one hundred and eighty (180) days, if no stockholder has purchased and settled for same, said stockholder or stockholders shall have the right to sell to whom-ever will purchase for the same sum and prices for which it was offered to the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 14TH day of February, 1997.



Massimo Bonetti



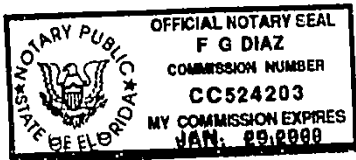
Anna Lorena Rossi

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared MASSIMO BONETTI and ANNA LORENA ROSSI, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same.

WITNESS by hand and official seal in the county

and state aforementioned on this 14TH day of February, 1997.



F. G. Diaz

NOTARY PUBLIC, State of Florida
At Large

C E R T I F I C A T E
DESIGNATED PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUS, THE
FOLLOWING IS SUBMITTED:

THAT Aero Leasing International Corp., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT 18090 Collins Ave., Suite 11,
Miami Beach, Fl., 33160, HAS NAMED Massimo Bonetti LOCATED
AT 18090 Collins Avenue, Suite 11, Miami Beach, Florida 33160
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.

Massimo Bonetti

President

DATE: 2/14/1997

97 FEB 16 11:39:39

FILED

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 ORDER AND COMPLETE PERFORMANCE
OF MY DUTIES

DATE: 2/14/1997

Massimo Bonetti

(Register Agent)