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ACCOUNT NO. : 072100000032

REFERENCE : 275240 86531A

AUTHORIZATION : Patricia Pizjeth

COST LIMIT : \$ 122.50

ORDER DATE : February 27, 1997

ORDER TIME : 9:44 AM

ORDER NO. : 275240-005

CUSTOMER NO: 86531A

CUSTOMER: Benjamin L. Nemser, Esq
BENJAMIN L. NEMSER, ESQ

12240 N.e. 14th Avenue
North Miami, FL 33161

FILED
97 FEB 27 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DOMESTIC FILING

NAME: CATALINA AEROSPACE
CORPORATION

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: Todd Sterzoy

EXAMINER'S INITIALS: _____

97 FEB 27 AM 11:30
DIVISION OF CORPORATION

K.R. FEB 27 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CATALINA AEROSPACE CORPORATION

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

Article I

The name of the corporation ("Corporation") is CATALINA AEROSPACE CORPORATION.

Article II

The existence of the Corporation shall begin upon filing of these articles.

Article III

The street address of the principal office of the Corporation is 12240 NE 14th Avenue, North Miami, Florida 33161.

Article IV

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be common shares. The par value shall be .01 per share. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

Article V

The initial street address of the Corporation's registered office is 12240 NE 14th Avenue, North Miami, FL 33161. The initial registered agent for the corporation at that address is Benjamin L. Nemser.

Article VI

The initial board of directors shall consist of one member. The name and address of the initial member of the board of directors is:

Benjamin L. Nemser
12240 NE 14th Avenue
North Miami, Florida 33161.

Article VII

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

Benjamin L. Nemser
12240 NE 14th Avenue
North Miami, Florida 33161.

Article VIII

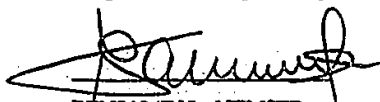
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 26th day of February 1997.


BENJAMIN L. NEMSER

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CATALINA AEROSPACE CORPORATION 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. 607.0501(3).


BENJAMIN L. NEMSER

DATED: February 26, 1997

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97 FEB 27 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA