

P 97000033070



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 328302 4303929

AUTHORIZATION :

COST LIMIT : \$122.50

Patricia Poynt

ORDER DATE : April 11, 1997

ORDER TIME : 2:28 PM

ORDER NO. : 328302-005

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CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

RECEIVED

97 APR 11 PM 4:4

DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: AP AIRCRAFT LEASING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

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APR 11 1997

**ARTICLES OF INCORPORATION
OF
AP AIRCRAFT LEASING, INC.**

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TALLAHASSEE
FLA

ARTICLE I

The name of the corporation is AP AIRCRAFT LEASING, INC (the "Corporation")

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Jeffrey S. Tenen, 1221 Brickell Avenue, Suite 1900, Miami, Florida 33131

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1 000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws, or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the

Corporation's director until successors are duly elected and qualified is

Jeffrey S. Tenen
1221 Brickell Avenue, Suite 1900
Miami, Florida 33131

ARTICLE VII

The name of the Incorporator is Karen Rozar and the address of the Incorporator is 1201 Hays Street, Tallahassee, Florida 32301

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter

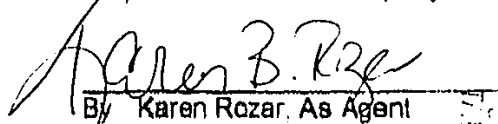
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 11th day of April, 1997


Karen Rozar, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of AP AIRCRAFT LEASING, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505

Corporation Service Company


By Karen Rozar, As Agent

Dated: April 11, 1997

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