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Attorneys at Law
A Partnership of Professional Associations

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May 28, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600002196226--5
-05/30/97--01075--003
*****70.00 *****70.00

Re: PROGRESSIVE AVIATION, INC.

Dear Sir/Madam:

Enclosed please find, for filing purposes, an original of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00.

Very truly yours,

Cheryl J. Kaufman
Cheryl J. Kaufman

CJK/ar
Enclosures

FILED
97 MAY 30 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature
5/30/97

ARTICLES OF INCORPORATION
OF
PROGRESSIVE AVIATION, INC.

FILED
97 MAY 30 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

PROGRESSIVE AVIATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the initial principal office and the mailing address of the corporation shall be:

7875 N.W. 12th Street
Suite 120
Miami, Florida 33126

ARTICLE III - CAPITAL STOCK

The number of shares the corporation is authorized to issue is:

1,000 shares, .01 par value common stock.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the corporation's initial registered agent and office is:

William C. Sussman
1570 Madruga Avenue, Suite 311
Coral Gables, Florida 33146

ARTICLE V - INCORPORATOR

The name and address of the incorporator of the Articles of Incorporation is:

Stanton G. Levin
1570 Madruga Avenue, Suite 311
Coral Gables, Florida 33146

ARTICLE VI - EFFECTIVE DATE OF INCORPORATION

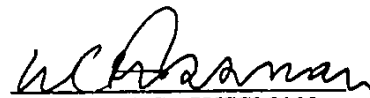
The effective date of incorporation of the corporation shall be the date of filing of the Articles of Incorporation.

The undersigned has executed the Articles of Incorporation this 28th day of MAY, 1997.


STANTON G. LEVIN

STATEMENT OF ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


WILLIAM C. SUSSMAN
Date: 5/28/97

FILED
97 MAY 30 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA