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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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ACCT#: 071001002335

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NAME: SUN EQUIPMENT & ENGINEERING, INC. OF POMPANO
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 2, 1997

SAMUEL F. CARCIONE
2300 W. SAMPLE RD., STE. 300
POMPANO BEACH, FL 33073

SUBJECT: SUN EQUIPMENT & ENGINEERING, INC. OF POMPANO
REF: W97000015309

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THERE IS ONE REGISTERED AGENT LISTED IN THE ARTICLES AND TWO ARE LISTED ON THE REGISTERED AGENT CERTIFICATE. ONLY ONE REGISTERED AGENT IS ACCEPTED WITH EACH CORPORATION/ENTITY. PLEASE MAKE THE CORRECTION AND REFAX THE WHOLE AND COMPLETE DOCUMENT.

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John Nadeau
Document Specialist

FAX Aud. #: H97000010852
Letter Number: 697A00034565



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 2, 1997

SAMUEL F. CARCIONE
2300 W. SAMPLE RD., STE. 300
POMPANO BEACH, FL 33073

SUBJECT: SUN EQUIPMENT & ENGINEERING, INC. OF POMPANO
REF: W97000015309

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

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Letter Number: 597A00034583

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ARTICLES OF INCORPORATION

SUN EQUIPMENT & ENGINEERING, INC. OF POMPANO

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, intends to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation will be SUN EQUIPMENT & ENGINEERING, INC. OF POMPANO.

ARTICLE II

The general nature of the business to be transacted by this corporation is: To have and to exercise all the powers now or from now on conferred by the Laws of the State of Florida upon corporations organized pursuant to the laws under which they organize the corporation and any acts amendatory of it and supplemental thereto, and to engage in any other lawful activities.

To conduct business in, Aviation, Aircraft Repair, Consulting.

ARTICLE III

The principle place of a business or mailing address will be 5401 NW 15th Avenue, Ft. Lauderdale, Florida 33309

ARTICLE IV

The maximum number of shares of authorized capital stock of this corporation will be One Hundred (1000) shares of common stock having a par value of One Dollar (\$1.00) per share.

They will pay the capital stock in cash or in property, at a just valuation to be fixed by the incorporators, or by the director at a meeting called for such purposes, or at the organization meeting.

They may purchase or pay property, labor, or services with the capital stock at a just valuation of said property, to be fixed by the directors of the corporation. Stock and the corporation may purchase other corporations or going businesses, in return for the issuance of so much of the capital stock as the directors of the corporation may decide.

ARTICLE V

The term for which this corporation will exist will be perpetual.

PREPARED BY:
SAMUEL F. CARCIONE
2300 W. SAMPLE ROAD, SUITE 300
POMPANO BEACH, FLORIDA 33073
(954) 975-8427

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ARTICLE VI

This corporation will have one (1) director, initially. They may increase the number of directors from time to time By-Laws adopted by the stockholders, but will never be less than one (1).

The members of the Board of Directors will be elected at an annual meeting of the stockholders of a said corporation. Board of Directors will elect officers of such corporations at a meeting held immediately after the adjournment of the annual stockholders' meeting.

ARTICLE VII

The names and addresses of the Board of Directors are:

WALLACE WATSON
11650 SW 22nd COURT
DAVIE, Florida 33325

HECTOR RODRIGUEZ
12563 S.W.259th STREET
PRINCETON, Florida 33032

ARTICLE VIII

Special provisions for the regulation of the corporation are:

Section 1. The By-Laws will fix the annual meeting of the stockholders and directors of this corporation.

Section 2. They may hold any meeting of the stockholders or Board of Directors either within or without the State of Florida.

Section 3. The officers of this corporation will be a President, Vice President, Secretary, and a Treasurer and such other officers as the Board of Directors may deem necessary.

Section 4. They specifically write the directors of the corporation to accept in payment for The capital stock of the corporation either assignment or transfer of any real property, or personal property. Said discretion of the Board of Directors will be final and upon the issuance of said stock in exchange for a conveyance of real or personal property, said stock will after considered as fully paid and nonassessable and may not be questioned by any future stockholder or member of the Board of Directors.

ARTICLE IX

They may amend these Articles of Incorporation from time to time as provided by Law. The Board of Directors will approve every amendment, proposed by them to the stockholders, and approve at a stockholder's meeting by most the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The name and addresses of the officers of the corporation until the election at the first annual meeting of officers are as follows:

OFFICE

Wallace Watson
11650 SW 22nd Court
Davie, Florida 33325

President & Treasurer

Hector Rodriguez
12563 S.W. 259th Street
Princeton, Florida 33032

Vice President

ARTICLE XI

The corporation will indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

THE REGISTERED AGENT of a said corporation will be Wallace Watson, 5401 N.W. 15th Avenue, Ft. Lauderdale, Florida 33309

ARTICLE XIII

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

SAMUEL F. CARCIONE
2300 W. Sample Rd. Suite # 300
Pompano Beach, Florida 33073

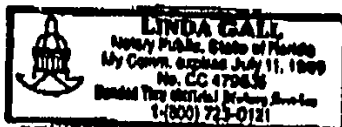

Samuel F. Carcione

STATE OF FLORIDA
COUNTY OF BROWARD

I HEAR CERTIFY that on this day, before me, a Notary Public duly written in the State and County named above to take acknowledgments, personally appeared SAMUEL F. CARCIONE, to me well known and known to me to be the person described as Incorporator in. Who executed this Articles of Incorporation and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above, this 1st day of July 1997


Notary Public



CERTIFICATE OF DESIGNATION

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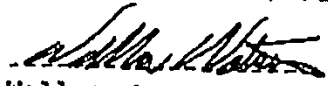
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SUN EQUIPMENT & ENGINEERING, INC. OF POMPANO.
2. The name and address of the registered agent and office

I Wallace Watson accept the designation as

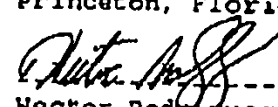
Wallace Watson registered agent
5401 NW 15th Avenue
Ft. Lauderdale, Florida 33309


Wallace Watson Registered Agent

Date

July 1, 1997

Hector Rodriguez
12563 S.W. 259th Street
Princeton, Florida 33023


Hector Rodriguez Director

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