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EDWARD KLEIN*
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* ALSO LICENSED IN NEW YORK

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August 18, 1997

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/21/97 01051-01550

Re: BAC Aviation Support Group, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of BAC Aviation Support Group, Inc.

Please file one and certify the other and return to this office in the enclosed, self-addressed, stamped envelope.

Also enclosed please find a check in the amount of \$122.50 made payable to the Secretary of State representing the filing fee.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Kenneth V. Hemmerle, II
KVH,II/bj
enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of
BAC AVIATION SUPPORT GROUP, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation is:

BAC AVIATION SUPPORT GROUP, INC.

ARTICLE II
DURATION

The corporation shall have a perpetual existence.

ARTICLE III
PURPOSE

The purpose of the Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV
CAPITAL STOCK

The amount of authorized capital stock of this Corporation shall be One Thousand (1,000) Shares of common stock, having a par value of \$1.00 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent office of this corporation

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TALLAHASSEE, FLORIDA

shall be:

1322 NE Fourth Avenue
Suite E
Fort Lauderdale, FL 33304

and the initial registered agent of the Corporation at such office shall be:

KENNETH V. HEMMERLE, II, ESQUIRE

who upon accepting this designation agrees to comply with the provisions of Section 48.091 Florida Statutes, as amended from time to time, with respect to keeping an office open for the service of process.

ARTICLE VI
ADDRESS

The initial street address of the principal office of this Corporation is:

3005 SW 2nd Avenue
Fort Lauderdale, FL 33315

ARTICLE VII
DIRECTORS

The business of this Corporation shall be managed by a Board of Directors. There shall be one (1) Director initially. The number of Directors may be increased, and after such increase, decreased from time to time by by-laws adopted by the shareholders. In no event shall the number of Directors be less than one.

The name and address of the members of the First Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
KENNETH ROURKE	3005 SW 2nd Avenue Fort Lauderdale, FL 33315

ARTICLE VIII
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

KENNETH ROURKE
3005 SW 2nd Avenue
Fort Lauderdale, FL 33315

ARTICLE IX
OFFICERS

The officers of this Corporation shall consist of a President, Secretary and Treasurer until such time as the Board of Directors appoints new officers in accordance with the by-laws:

KENNETH ROURKE, President

STEPHEN ROURKE, Vice-President

JEAN ROURKE, Secretary/Treasurer

ARTICLE X
ANNUAL MEETING OF SHAREHOLDERS

The annual meeting of the shareholders of this Corporation shall be fixed by the by-laws.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate on this 18th day of August, 1997.



KENNETH ROURKE, President

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

The foregoing Articles of Incorporation of BAC AVIATION SUPPORT GROUP, INC., were acknowledged before me this 18th day of August, 1997 by KENNETH ROURKE, Incorporator.

Ida Mae Richardson
NOTARY PUBLIC

IDA MAE RICHARDSON
(Printed Name of Notary)

My Commission Expires:

OFFICIAL NOTARY SEAL
IDA MAE RICHARDSON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC397434
MY COMMISSION EXP. SEPT 30, 1998

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BAC AVIATION SUPPORT GROUP, INC., at the place designated in the Articles of Incorporation, KENNETH V. HEMMERLE, II, ESQUIRE agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 Fla. Stat.

Dated: 8-18-97

Kenneth V. Hemmerle, II
KENNETH V. HEMMERLE, II, ESQUIRE

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TALLAHASSEE, FLORIDA