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FLORIDA DIVISION OF CORPORATIONS
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((H97000014506 4))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

ACCT#: 072720000101

FAX #:

NAME: PENAIR, INC. AUDIT NUMBER.....H97000014506 DOC TYPE.....FLORIDA
PROFIT CORPORATION OR P.A. CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE.. \$70.00 NOTE:
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ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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: B. McKnight SEP 03 1997

**ARTICLES OF INCORPORATION
OF
PENAIR, INC.**

ARTICLE I

The name of this corporation is:

PENAIR, INC.

ARTICLE II

The corporation may engage in or transact in any or all activity or business permitted under the laws of the United States and of the State of Florida. The specific purpose for which the corporation is formed is to provide rental, sales and aircraft leasing.

ARTICLE III

The corporation is authorized to issue and have outstanding at any one time an aggregate number of 500 shares of one class of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation shall be not less than one (1) and subject to increase or decrease in number by the Board of Directors from time to time.

Prepared by:
Steven M. Pena, Esquire
POLLOCK AND PENA, P.A.
Suite 515/7700 N. Kendall Drive
Miami, Florida 33156
FLA BAR NUMBER: 739758
305-598-6666

ARTICLE V

The names and addresses of the members of the initial Board of Directors at this time are:

Steven M. Pena, Pres./ Director	Suite 515 7700 N. Kendall Drive Miami, Florida 33156
Richard E. Pena, Vice-Pres./ Treasurer/Director	Suite 515 7700 N. Kendall Drive Miami, Florida 33156
Efrain Pena, Secretary/ Director	Suite 515 7700 N. Kendall Drive Miami, Florida 33156

ARTICLE VI
PRINCIPAL OFFICE,
INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent, Principal Office Address and Registered Office in the State of Florida is:

Steven M. Pena, Esquire	7700 North Kendall Drive Suite 515 Miami, Fl. 33156
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ACKNOWLEDGMENT AND CONSENT
OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



Steven M. Pena

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ARTICLE VII
INCORPORATION

The name and address of the Incorporator executing these Articles of Incorporation is:

Steven M. Pena

7700 North Kendall Drive
Suite 515
Miami, Fl. 33156

ARTICLE VIII

This corporation shall begin its existence as of the date of filing.

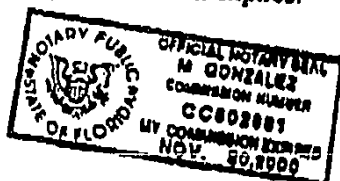

Steven M. Pena, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 2nd day of September, 1997.


Notary Public
State of Florida

My commission expires:



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NOTARY PUBLIC, FLORIDA

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