

LAW OFFICES OF BARRY R. GAINSBURG

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September 22, 1997

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

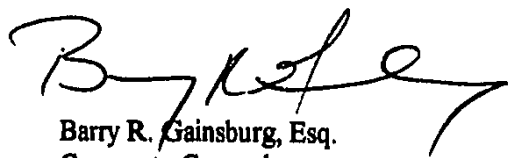
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Dear Sir or Madam:

Enclosed herewith please find the original and a copy of the Articles of Incorporation for TEAM-38, Inc., and the \$131.25 filing fees for a certified copy and a certificate of status.

Please return a copy of the filed Articles to my business address as printed above. Thank you for your cooperation in this matter, and if you have any questions or comments, please feel free to discuss them with me.

Sincerely,



Barry R. Gainsburg, Esq.
Corporate Counsel

BRG/eh
Enclosures (3)

FILED
97 SEP 23 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
9-25-97

ARTICLES OF INCORPORATION

OF

TEAM-38, INC.

FILED
97 SEP 23 AM 8:21
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:

TEAM-38, Inc.

ARTICLE II—PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

TEAM-38, Inc.
2391 Old Dixie Highway
Riviera Beach, FL 33404

ARTICLE III—NATURE OF BUSINESS

The corporation is a corporation for profit and is organized for the following general purposes: to build airplane engines; to carry on any lawful businesses or activities relating thereto; and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV—TERM OF EXISTENCE

The corporation shall have perpetual duration.

ARTICLE V—CAPITAL STOCK

The corporation shall have the authority to issue 10,000 shares of common stock \$0.01 par value. Said capital stock may be increased or decreased from time to time, according to the provisions of the Florida Business Corporation Act.

ARTICLE VI—DISTRIBUTIONS

In addition to, but not in limitation of, the general powers conferred by law, the corporation shall have the power to make distributions to its shareholders out of its capital surplus, to purchase its own shares out of its unreserved and unrestricted capital surplus available therefor, and to carry on any lawful business.

ARTICLE VII—INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Ralph D. Butler
2391 Old Dixie Highway
Riviera Beach, FL 33404

ARTICLE VIII—GOVERNING BOARD

The governing board of the corporation shall be a board of directors. The board of directors ("board") shall have the power to manage and administer the business and affairs of the corporation. Except as expressly limited by law, all corporate powers of the corporation shall be vested in and may be exercised by the board.

The board shall consist of not less than one nor more than five shareholders, the exact number within such minimum and maximum limits to be fixed and determined from time to time by resolution of a majority of the full board or by resolution of a majority of the shareholders at any meeting thereof, but shall never be less than one.

ARTICLE IX—INITIAL DIRECTORS

The names of the initial directors of this corporation who shall hold office until their successors are elected or appointed and shall have qualified are:

Warren B. Mosler, Chairman
Leonard A. Bechtold, President
Tina M. Marmesh, Vice President
Ralph D. Butler, Secretary

ARTICLE X—INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

Ralph D. Butler
2391 Old Dixie Highway
Riviera Beach, FL 33404

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 22nd day of September, 1997.

Ralph D. Butler
Ralph D. Butler
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 22nd day of September, 1997.

Barry R. Gainsburg
Notary Public

My Commission expires: _____



Barry R Gainsburg
My Commission CC580038
Expires Sep. 29, 2000

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
97 SEP 23 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, 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:

TEAM-38, Inc.

2. The name and address of the registered agent and office is:

Ralph D. Butler
2391 Old Dixie Highway
Riviera Beach, FL 33404

SIGNATURE Ralph D. Butler

TITLE Registered Agent

DATE September 22, 1997

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 THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATES 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.

SIGNATURE Ralph D. Butler

DATE

9/22/97