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September 22, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

Re: **AEROEJECUTIVO INTERNATIONAL, INC.**
7985 N.W. 21st Street
Miami, Florida 33122

800002302508--5
-09/24/97--01078--016
****122.50 ****122.50

Dear Sir or Madam:

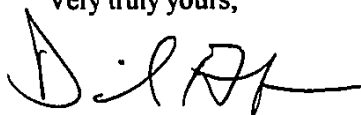
Enclosed is an original and one copy of the Certificate of Incorporation for the above named corporation, the original of which is to be filed with your office. The remittance in the amount of \$122.50 is enclosed to cover the cost of same as follows:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy	52.50

I would appreciate your preparing a certified copy and returning the same to us by return mail at your earliest possible convenience.

Thank you for your prompt attention to this matter.

Very truly yours,


DAVID S. ABRAMS, ESQ.

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DSA/wr

encls.

FILED
97 SEP 24 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
AEROEJECUTIVO INTERNATIONAL, INC.

FILED
97 SEP 24 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe and acknowledge this Certificate of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be:

AEROEJECUTIVO INTERNATIONAL, INC.

and its existence shall be perpetual.

2. The general nature of the business to be transacted shall be to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida and to have all other powers provided by the laws of the State of Florida.

3. The capital stock of the corporation shall consist of 100 shares of (\$1.00) Dollar par value.

4. The principal office of the corporation shall be:

7985 N.W. 21st Street, Miami, Florida 33122

5. The amount of capital with which the corporation shall begin business is One Hundred Dollars.

6. The number of the directors shall be at least two (2) and the names and post office address of the first Board of Directors and Officers are:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
LUIS DUCO	President	7985 N.W. 21st Street Miami, FL 33122
FREDDY IZQUIERDO	Treasurer/Secretary	7985 N.W. 21st Street Miami, FL 33122

7. The name and post office address of the incorporator to this Certificate of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
LUIS DUCO	7985 N.W. 21st Street Miami, Florida 33122

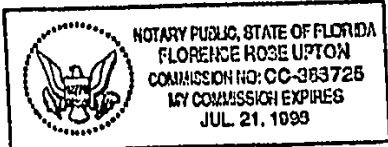
8. The corporation designates DAVID S. ABRAMS, ESQ., 2100 Ponce De Leon Boulevard Suite 1170, Coral Gables, Florida, 33134, as its Resident Agent, to accept service of process within this State.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Coral Gables, Dade County, Florida, this 22 day of September, 1997.


LUIS DUCO

The foregoing instrument was acknowledged before me this 22 day of September, 1997, by LUIS DUCO who is personally known to me or who provided Florida Driver License as identification and who did ~~(did not)~~ take an oath.

MY COMMISSION EXPIRES:





NOTARY PUBLIC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First that AEROEJECUTIVO INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Certificate of Incorporation at 7985 N.W. 21st Street, Miami, Florida 33122, County of Dade, State of Florida, has named DAVID S. ABRAMS, located at 2100 Ponce De Leon Boulevard, Suite 1170, Coral Gables, Florida, 33134, as Registered Resident Agent to accept Service of Process within this State.

Having been named to accept Service of Process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


DAVID S. ABRAMS

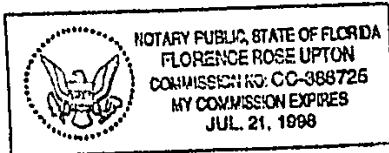
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared LUIS DUCO, sole incorporator, to me known to be the person described in and who executed the foregoing Certificate of Incorporation, who acknowledged before me that he subscribed thereto and did so for the purpose and uses therein mentioned and that DAVID S. ABRAMS consented to the appointment as Registered Resident Agent of the corporation to accept service of process within the State.

The foregoing instrument was acknowledged before me this 22nd day of September, 1997, by DAVID S. ABRAMS who is personally known to me or who provided Fla. Driver's License as identification and who did (did not) take an oath.

MY COMMISSION EXPIRES:



Florence Rose Upton
NOTARY PUBLIC