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ACCOUNT NO. : 072100000032

REFERENCE : 556803 128993A

AUTHORIZATION :

COST LIMIT : \$

Patricia Pizito
122.50

ORDER DATE : October 7, 1997

ORDER TIME : 2:26 PM

ORDER NO. : 556803-005

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CUSTOMER NO: 128993A

CUSTOMER: Mr. Jerome L. Henin
I.P.I. OF CENTRAL FLORIDA, INC

Suite 402
933 Lee Road
Orlando, FL 32810

FILED
97 OCT - 7 AM 8:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: PHOENIX CORPORATION OF
CENTRAL FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: _____

97 OCT - 7 PM 3:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SN OCT - 8 1997

CORPORATE INFORMATION SHEET

1.	Corporate Name (please list 3 names in order of preference):	
	1. Phoenix Corporation of Central Florida, Inc.	
	2.	
	3.	
2.	Corporate Address: 933 Lee road, suite 402, Orlando, Fl. 32810	
		Ph. (407) 628 1443
3.	Name and Address of Incorporator: Jérôme Henin	
	933 Lee Road, Suite 402, Orlando, Florida 32810	
4.	President: Jérôme Henin	Secretary: Jérôme Henin
	Vice President: Ron Rosenberg	Treasurer: Ron Rosenberg
5.	Directors:	Address:
6.	Registered Agent & Office: Jérôme Henin, 933 Lee Road, Suite 402, Orlando, Florida 32810	
7.	Total Number of Shares and Par Value Authorized: (if other than usual 10,000 shares, \$1.00 common).	
8.	Shareholders:	No. of Shares
	Eric Noel	5200
	Jérôme Henin	2400
	Ron Rosenberg	2400
9.	Consideration Paid For Shares:	SS # (For S Corp.)
10.	Accounting and Taxable Year Ending: December 31	
11.	Annual Meeting (day and month): January 15	
12.	Bank Depository for Corporate Funds: Barnett Bank	
13.	"S" Election? (Please note that a corporation electing to be treated under Subchapter S of the Code may have only individuals, estates, or certain trusts as shareholders).	
14.	Type of Business: aircraft engines sales	Number of Employees: 4
	Date First Wages Paid:	

ARTICLES OF INCORPORATION
OF
Phoenix Corporation of Central Florida, Inc.

FILED

CT-7 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE 1

Name

The name of the Corporation shall be Phoenix Corporation of Central Florida, Inc.

ARTICLE 2

Principal office

The principal office of the corporation is located at 933 Lee road, Suite 402, Florida 32810, and its mailing address is the same.

ARTICLE 3

Corporate Purposes, Power and Rights

The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 4

Duration of the corporation

Existence of the corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the corporation shall exist perpetually unless dissolved according to law.

ARTICLE 5

Authorized Stock

The total number of shares of capital stock which the corporation has the authority to issue is 10,000 shares of common stock, with a \$1.00 par value per share.

ARTICLE 6

Registered Office and Registered Agent

The street address of the initial registered office of the corporation in the State of Florida shall be: 933 Lee Road, Suite 402, Orlando, FL 32810. The name of the initial registered agent of the corporation at the registered office shall be Jerome L. Henin.

ARTICLE 7

Initial board of directors

The initial board of directors shall consist of one (1) director. The name and address of the person who shall serve as director of the corporation until the first meeting of shareholders is:

Name:

Jérôme Henin

Address:

933 Lee Road, Suite 402
Orlando, Florida 32810

ARTICLE 8

Incorporator

The name and address of the incorporator of the corporation is:

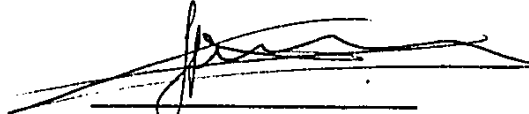
Name:

Jérôme Henin

Address:


933 Lee road, Suite 402
Orlando, Fl 32810

Executed this 30th day of September 1997


Jérôme Henin, Incorporator

ACCEPTANCE OF REGISTERED AGENT

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 statutes 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.


Jérôme Henin, Registered Agent
Date: Sept 30, 1997

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