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FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

EFFECTIVE DATE
10-10-97

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: VENESOL AIRCRAFT SERVICES, INC.
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

VENESOL AIRCRAFT SERVICES, INC.

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TALLAHASSEE, FLORIDA
EFFECTIVE DATE
10-10-97

The undersigned in order to form a Corporation for the purposes hereinafter stated, by and under the provisions of Statutes of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I -

The name of this Corporation is: VENESOL AIRCRAFT SERVICES, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSES

This Corporation is organized for the following purposes:

a: To engage in the business of the retail and wholesale, import and export, distribution, sale and purchase and service of aircraft parts, equipment, accessories and supplies and to do anything necessary or proper for the accomplishment of these purposes, or any other business thereof related.

b: To purchase, receive, lease, or otherwise, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.



PREPARED BY: ELOY A. FERNANDEZ, ESQ.
782 N.W. 42nd AVE., #632
MIAMI, FLORIDA 33126
TEL: (305) 448-1200 FLA. BAR NO. 232181

c. In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to arise, borrow and secure the payment of money in any lawful manner. The Corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

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d. To engage in any or all lawful activity and to institute and promote commercial, mercantile, financial and industrial enterprises, and for the purposes of transacting any or all lawful business.

ARTICLE IV - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 600 shares of \$10.00 EACH PAR VALUE, common stock, which shall be designated "COMMON SHARES".

ARTICLE VI- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind of that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price which it is offered to others.

ARTICLE VII - STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT. PRINCIPAL OFFICE.

JOSE R. MARTINEZ
9220 S.W. 35 Street
Miami, Florida 33165

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Director initially.

The number of Directors may be either increased or diminished from time to time by the bylaws. The names and addresses of the initial Directors of this Corporation until the first annual meeting of shareholders or until their successors are elected and qualified are:

NAME
JOSE R. MARTINEZ

ADDRESS
9220 S.W. 35 Street
Miami, Florida 33165

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ARTICLE IX- INCORPORATOR

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

NAME
JOSE R. MARTINEZ

ADDRESS
9220 S.W. 35 Street
Miami, Florida 33165

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TALLAHASSEE, FLORIDA

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10 day of October 1997.


JOSE R. MARTINEZ

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Jose R. Martinez, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator. and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth. (X) who is personally known to me or () who has produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 10 day of October, 1997.

My Commission  ELOY A. FERNANDEZ
COMMISSION # CC 631061
EXPIRES MAR 20, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.


ELOY A. FERNANDEZ
Notary Public, State Florida

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR: AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.
DATED THIS 10 DAY OF OCTOBER, 1997.


(REGISTERED AGENT)