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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 562393 82572A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 13, 1997

ORDER TIME : 9:19 AM

ORDER NO. : 562393-005

CUSTOMER NO: 82572A

CUSTOMER: Stephen C. Watson, Esq
HAHN MCCLURG WATSON GRIFFITH &
BUSH
101 S. Florida Avenue

Lakeland, FL 33801

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-10/13/97--01047--005
****122.50 ****122.50

DOMESTIC FILING

NAME: PROSOURCE AVIATION NETWORK,
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: Stephanie Stscherban
EXAMINER'S INITIALS:

FILED
97 OCT 13 PM 2:03
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 13 AM 11:14
DIVISION OF CORPORATION

SN OCT 13 1997.

ARTICLES OF INCORPORATION
OF
PROSOURCE AVIATION NETWORK, INC.

FILED
97 OCT 13 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be PROSOURCE AVIATION NETWORK, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of marketing and distribution of aviation products and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,500 \$5.00 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered

Articles Of Incorporation Of
PROSOURCE AVIATION NETWORK, INC.

office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Wade A. Fahnestock
5150 S. Florida Ave., Ste 310
Lakeland, Florida 33813

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

Articles Of Incorporation Of
PROSOURCE AVIATION NETWORK, INC.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

5150 S. Florida Ave., Ste. 310
Lakeland, Florida 33813

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Wade A. Fahnestock
5150 S. Florida Ave., Ste. 310
Lakeland, Florida 33813

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:


Wade A. Fahnestock
5150 S. Florida Ave., Ste 310
Lakeland, Florida 33813

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Wade A. Fahnestock - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of PROSOURCE AVIATION NETWORK, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for PROSOURCE AVIATION NETWORK, INC.


Wade A. Fahnestock - Registered Agent

Articles Of Incorporation Of
PROSOURCE AVIATION NETWORK, INC.

FILED
97 OCT 13 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State Of Florida
County Of Polk

On ~~September~~ ^{October} 10, 1997, Wade A. Fahnestock, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of PROSOURCE AVIATION NETWORK, INC.

Beth Jones
Notary Public
Beth Jones
(Notary Public - Printed Or Typed Name)
Commission Expiration Date:
Commission Number:



Beth Jones
My Commission CC573523
Expires Jul. 30, 2000

FILED
97 OCT 13 PM 2:04
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Articles Of Incorporation Of
PROSOURCE AVIATION NETWORK, INC.