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BRIAN C. DEUSCHLE
CHRISTOPHER D. HALE

LA OFFICES
DEUSCHLE & ASSOCIATES, P.A.

800 SOUTHEAST THIRD AVENUE
SUITE 500
FORT LAUDERDALE, FLORIDA 33316
TELEPHONE (954) 763-7200
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October 9, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/13/97--01091--015
****122.50 ****122.50

RE: Articles of Incorporation
American Aerospace Holding Corporation

Dear Sir or Madam:

You will find enclosed the original Articles of Incorporation of American Aerospace Holding Corporation, together with our firm's check in the amount of \$122.50, which represents the following:

1. Filing fee	\$ 35.00
2. Registered agent	\$ 35.00
3. Certified copy	\$ 52.50

Total \$122.50

Please process the filing of the Articles of Incorporation and send us a certified copy of the same.

If there are any questions or problems regarding this matter, please do not hesitate to contact my office.

Sincerely,

Kathryn R. Craven
Kathryn R. Craven, CLA
Certified Legal Assistant

/krc
Enclosures

cc: Christopher Mash

FILED
97 OCT 13 PM 2:27
TALLAHASSEE, FLORIDA

Done
10/13/97

**ARTICLES OF INCORPORATION
OF
AMERICAN AEROSPACE HOLDING CORPORATION**

FILED
97 OCT 13 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is AMERICAN AEROSPACE HOLDING CORPORATION.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The general nature of the business and the objects and purposes proposed to be transacted and carried on is to operate an air cargo and passenger transportation business and to own, lease and operate aircraft and aircraft equipment in connection therewith, and for the transaction of any and all lawful business for which corporations may be incorporated, pursuant to Chapter 607, Florida Statutes, known as the Florida General Corporation Act.

ARTICLE IV

The total number of shares of all classes of stock which the corporation is authorized to issue is One Thousand (1,000) shares of voting Common Stock with One Dollar (\$1.00) par value.

The amount of capital which this corporation has authorized and which has been paid in as of this date is One Thousand Hundred Dollars (\$1,000.00).

ARTICLE V

The street address of the initial principal office of

the corporation is 4472 NE 11th Avenue, Oakland Park, FL 33334. The principal office of the corporation may be changed to any other city of the State of Florida designated by the Board of Directors. The name and address of the initial Registered Agent are BRIAN C. DEUSCHLE, ESQUIRE, 800 SE 3rd Avenue, Suite 500, Fort Lauderdale, Florida 33316. The corporate mailing address is the same as the principal office.

ARTICLE VI

The number of directors shall not be less than one (1).

ARTICLE VII

The name and post office address of the initial Board of Directors of the corporation are:

Christopher Mash
4472 NE 11th Avenue
Oakland Park, FL 33334

ARTICLE VIII

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

Christopher Mash
4472 NE 11th Avenue
Oakland Park, FL 33334

ARTICLE IX

The By-Laws of the corporation may be adopted, altered, amended, or repealed by either the Board of Directors or the Shareholders. Any By-Law adopted by the Shareholders may provide that one or more provisions thereof shall not be amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the Shareholders.

ARTICLE X

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribes that he has executed these Articles of Incorporation on this 30th day of September, 1997.

[Signature]
CHRISTOPHER MASH

STATE OF FLORIDA)
)SS.
COUNTY OF BROWARD)

30th The foregoing instrument was acknowledged before me this 30th day of September, 1997, by CHRISTOPHER MASH, who is personally known to me or who produced a n/a as identification.

WITNESS my hand and official seal in the County and State last aforesaid; this 30th day of September, 1997.



Kathryn R. Craven
MY COMMISSION # CC584904 EXPIRES
August 13, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

[Signature]
NOTARY PUBLIC STATE OF FLORIDA

(Print Name)

Commission Number

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

I, BRIAN C. DEUSCHLE, ESQUIRE, hereby accept the designation of Resident Agent for service of process upon AMERICAN AEROSPACE HOLDING CORPORATION, a corporation within the State of Florida, in accordance with Section 48.091, Florida Statutes.

DATED this 30th day of September, 1997.


BRIAN C. DEUSCHLE, ESQUIRE
Registered Agent

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TALLAHASSEE, FLORIDA
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