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LEFKOWITZ & BLAHER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

430 NORTH MILLS AVENUE
ORLANDO, FLORIDA 32803

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* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
† ALSO ADMITTED IN MASSACHUSETTS
† MASTER OF LAWS IN TAXATION

FILED
97 OCT 31 AM 9:37
TALLAHASSEE, FLORIDA

October 21, 1997

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

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-10/23/97--01034--007
***122.50 ***122.50

Re: AMERICAN AIR SALES COMPANY, INC.
Effective Date: October 20, 1997

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of the above proposed corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, and return a certified copy to this office.

Also enclosed is a certificate designating place of business or domicile for service of process within this State, naming agent upon whom process may be served.

A check is also enclosed in the total amount of \$122.50 to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Incorporation, and the \$35.00 fee for designation of registered agent.

Yours very truly,

Ivan M. Lefkowitz

IML:sr
Enclosures
cc: Michael L. Fry, President

F. O. [illegible]

NOV 3 1997

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† MASTER OF LAWS IN TAXATION

October 30, 1997

Freida Chesser, Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
97 OCT 31 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

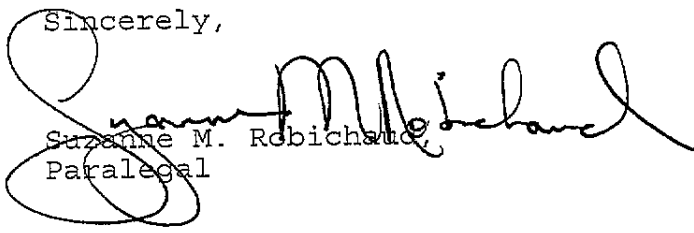
Re: American Air Sales Company
Your Reference Number: W97000024730

Dear Ms. Chesser:

In connection with the above-referenced entity, we are re-submitting the Articles of Incorporation in accordance with your letter dated October 27, 1997 (copy enclosed). Please process the enclosures per our original request.

Thank you for your assistance. Please contact this office if you have any questions.

Sincerely,


Suzanne M. Robichaux
Paralegal

:smr
Enclosures
cc: Mr. Michael Fry (w/ encl.)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 27, 1997

IVAN M LEFKOWITZ ESQUIRE
430 N MILLS AVE
ORLANDO, FL 32803

SUBJECT: AMERICAN AIR SALES COMPANY, INC.
Ref. Number: W97000024370

We have received your document for AMERICAN AIR SALES COMPANY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

YOU MUST LIST ONLY 1 CORPORATE SUFFIX.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 897A00052118

ARTICLES OF INCORPORATION
OF
AMERICAN AIR SALES COMPANY

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is AMERICAN AIR SALES COMPANY

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS

The street address of the initial registered agent of this corporation shall be:

430 North Mills Avenue
Orlando, Florida 32803

The name of the initial registered agent of this corporation at that address shall be:

IVAN M. LEFKOWITZ

The street address of the corporate offices shall be:

80 Inlet Point Boulevard
Ponce Inlet, Florida 32127

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have one (1) director initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial director and officer of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
MICHAEL L. FRY	80 Inlet Point Boulevard Ponce Inlet, FL 32127	President/ Secretary/ Treasurer/ Director

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
IVAN M. LEFKOWITZ	430 North Mills Avenue Orlando, Florida 32803

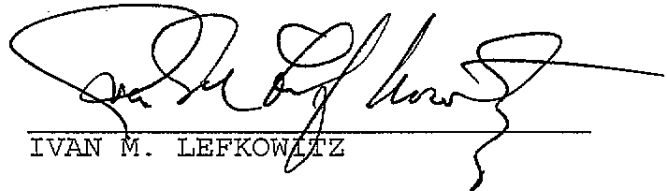
ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - 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 IVAN M. LEFKOWITZ has executed these Articles of Incorporation this 31 day of Oct, 1997.


IVAN M. LEFKOWITZ

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

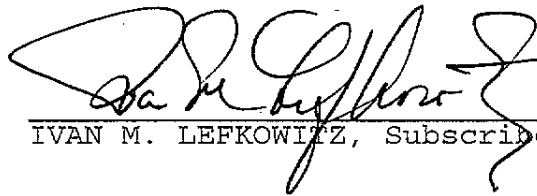
1. The name of the corporation is:

AMERICAN AIR SALES COMPANY

2. The name and address of the registered agent and office is:

IVAN M. LEFKOWITZ
430 North Mills Avenue
Orlando, Florida 32803

Date: 10/31, 1997


IVAN M. LEFKOWITZ, Subscriber

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 31 AM 9:37

FILED

ACCEPTANCE

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.

Date: 10/31, 1997


IVAN M. LEFKOWITZ