



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 666574 7142987

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 13, 1998

ORDER TIME : 9:59 AM

ORDER NO. : 666574-005

CUSTOMER NO: 7142987

CUSTOMER: Mr. John Hardin Poindexter
JOHN HARDIN POINDEXTER

4th Floor, 6355 N.w. 36th St.

Miami, FL 33166

400002400374--7
-01/14/98--01075--033
****122.50 ****122.50

DOMESTIC FILING

NAME: BPI AEROSPACE CORPORATION

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

509-2555
W98-978

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 14 AM 9:01

RECEIVED
98 JAN 14 PM 2:11
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

98 JAN 15 PM 3:36

DIVISION OF CORPORATION

January 14, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: BPI AEROSPACE CORPORATION
Ref. Number: W98000000978

RESUBMIT

Please give original
submission date as file date.

We have received your document for BPI AEROSPACE CORPORATION.
However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

The registered agent and street address must be consistent wherever it appears
in your document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 798A00002228

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 14 AM 9:01

ARTICLES OF INCORPORATION
of
BPI AEROSPACE CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 14 AM 9:01

ARTICLE I - CORPORATION NAME

The name of this Corporation is; BPI AEROSPACE CORPORATION (The "Corporation").

ARTICLE II - NATURE OF CORPORATION BUSINESS

This Corporation is organized for the purpose of aviation consulting, aircraft, engines and spare parts sales, commercial aircraft leasing and airline services, publishing and related services or any other lawful business for corporations organized under The Florida Business Corporation Act of The State of Florida.

ARTICLE III - CAPITAL STOCK

The number of shares, which this Corporation shall have the authority to issue, is Ten Thousand (10,000) shares of Capital Stock. These shares of stock shall have a par value equal to Ten (10) Cents (\$0.10) per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business operations is not less than One Thousand (\$1,000.00) Dollars.

ARTICLE V - REGISTERED AGENT

The name of the registered agent is JOHN H. POINDEXTER and the mailing address of the registered agent of this Corporation in the State of Florida is; 2575 South Bayshore Drive, Suite 1-B, Miami, Florida 33133.

ARTICLE VI - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VII - PRINCIPAL OFFICE ADDRESS

The street and mailing address of the corporation's principal office is the State of Florida is. 6355 N.W. 36th Street, 4th Floor, Miami, Florida 33166. The Board of Directors may elect to move the Corporation's principal office location from time to time, to any place inside or outside The State of Florida, and the Corporation may have offices, subsidiaries and/or affiliates in any place outside The State of Florida or United States of America.

ARTICLE VIII - BOARD OF DIRECTORS

This Corporation shall have Two (2) initial Director(s). The number of Corporation directors may be increase or decrease from time to time provided by the Corporation's by-laws, but shall never be less than One (1). The name and mailing address of the initial director(s) of this Corporation is:

Wesley A. Belcher
6355 N.W. 36th Street, 4th Floor
Miami, Florida 33166
SS #: 227-54-3691

John H. Poindexter
2575 South Bayshore Drive #1-B
Miami, Florida 33133
SS #: 265-81-3339

ARTICLE IX - INCORPORATOR

The name and mailing address of the person and/or persons executing and registering these Articles of Incorporation is:

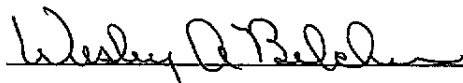
Wesley A. Belcher
6355 N.W. 36th Street, 4th Floor
Miami, Florida 33166

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended or modified in the manner provided by the corporate laws of The State of Florida. Every amendment to these Articles of Incorporation shall first be approved by a majority vote in a meeting of The Board of Directors, and approved by the Stockholders of this Corporation.

ARTICLE XI - EXECUTION

IN WITNESS HEREOF, The undersigned is hereby being the Incorporator for the purpose of forming a "FOR PROFIT" Corporation, does hereby acknowledge and file this document hereby declaring the facts herein are true and the subscriber agrees to take the number of shares of Capital Stock as setforth herein, is hereby executing these Articles of Incorporation of, BPI AEROSPACE CORPORATION, on this 9th Day of January, 1997.




Wesley A. Belcher
President, Secretary & Treasurer
BPI AEROSPACE CORPORATION

WITNESSETH:

NOTARY PUBLIC,

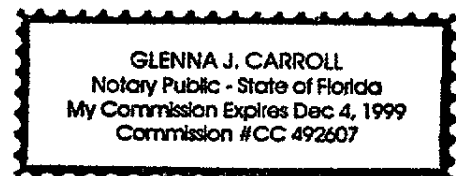
STATE OF FLORIDA,
COUNTY OF DADE

I HEREBY CERTIFY, that on his 9th day of January, 1997 that before me, a Notary Public, duly authorized to take acknowledgments, personally appeared Wesley A. Belcher, who is known to be the person described as the Incorporator, subscriber and director who duly executed these Articles of Incorporation for; BPI AEROSPACE CORPORATION is hereby witnessed by me, a Notary Public, State of Florida on this 9th day of January, 1998.

(X) 
Notary Public, State of Florida

(NOTARY SEAL)

Name: Glenna J. Carroll
Commission Expires: 12-4-99



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 14 AM 9:01

**CERTIFICATE DESIGNATING THE ADDRESS OF THE
REGISTERED AGENT FOR SERVICE OF PROCESS**

of

BPI AEROSPACE CORPORATION

WITNESSETH:


The following person, Mr. John H. Poindexter is hereby named as the Initial Registered Agent for and on behalf of this Corporation is hereby the duly authorized agent and to accept service of process within The State of Florida at;

John H. Poindexter
2575 South Bayshore Drive, Suite 1-B
Miami, Florida 33133

ACKNOWLEDGMENT:

Having been named to accept service of process for this Corporation at the place designated above, I agree to act in this capacity and I agree to comply with all provisions and statutes relative to the proper performance of my duties, and I hereby accept the duties and obligations of Section 607.0505 of Florida Statutes related to corporations.


This document is hereby agreed and executed on this 9th Day of January, 1998.


John H. Poindexter, Registered Agent
BPI AEROSPACE CORPORATION.

WITNESS / NOTARY PUBLIC:

STATE OF FLORIDA, COUNTY OF DADE

I HEREBY CERTIFY, as a Notary Public, duly authorized to take acknowledgments, personally appeared Mr. John Poindexter who is known to be the person described as the Registered Agent who duly executed these Articles of Incorporation is hereby witnessed by Notary Public, State of Florida on this 9th day of January, 1998.


Notary Public, State of Florida
Name: Glenna J. Carroll
Commission Expires: 12-4-99

(SEAL)

GLENN A. CARROLL
Notary Public - State of Florida
My Commission Expires Dec 4, 1999
Commission #CC 492607