

P98 0000 10897

J. Brian Baird, Esq.

Attorney at Law
183 Wescliff Drive
Ocoee, FL 34761

January 27, 1998

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

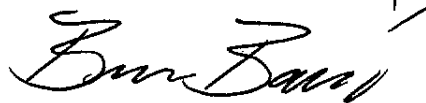
SUBJECT: AEROVANT, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for
\$78.75 representing the Filing Fee and Certificate of Status Fee.

Please contact me at (407) 877-4726 for further information.

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Sincerely,



J. Brian Baird

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/3/98-T.M.

ARTICLES OF INCORPORATION OF AEROVANT, INC.

I, the undersigned Incorporator, for the purpose of forming a Corporation under the laws of the State of Florida, hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of this Corporation is AEROVANT, INC.

ARTICLE II

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 7500 shares of common stock having a par value of \$1.00 per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

The street address of the initial registered office of this Corporation is 183 Wescliff Drive, Ocoee, Florida 34761, and the name of the initial registered agent of this Corporation at that address is J. BRIAN BAIRD.

ARTICLE V

The street address of the principal place of business and mailing address of this Corporation shall be 183 Wescliff Drive, Ocoee, Florida 34761.

ARTICLE VI

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

<u>Name</u>	<u>Address</u>
Brian Baird	183 Wescliff Drive Ocoee, FL 34761

ARTICLE VII

This Corporation shall have one (1) Director initially. The number of Directors of this Corporation

may be increased or decreased from time to time pursuant to By-Laws adopted by the Directors, but shall never be less than one (1). The name and address of the initial member of the Board of Directors who shall hold office until a successor is duly elected and has qualified is:

<u>Name</u>	<u>Address</u>
J. Brian Baird	183 Wescliff Drive Ocoee, FL 34761

ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred on shareholders herein is granted subject to this reservation.

ARTICLE IX

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro

rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This

right may also be waived by a written waiver signed by the Shareholder.

I, the Incorporator of this Corporation, have executed these Articles of Incorporation this 26th day of January, 1998.

Brian Baird
Brian Baird
FOL BUBO-462-60-301-0

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 26th day of January, 98, 1998 by Brian Baird who has produced a drivers license as identification and did not take an oath.

(SEAL)

Rose Pina
Notary Public - State of Florida

My Commission Expires: 3-18-2001



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision 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 AEROVANT, INC.
2. The name and street address of the registered agent and office is J. BRIAN BAIRD, 183 Wescliff Drive, Ocoee, Florida 34761.

Brian Baird

Signature

President

Title

JAN 26, 1998

Date

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.

Brian Baird

Signature

JAN 26, 1998

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA