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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 754411 127190A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ ~~PREPAID~~ 12250

ORDER DATE : March 25, 1998

ORDER TIME : 10:08 AM

ORDER NO. : 754411-005

CUSTOMER NO: 127190A

CUSTOMER: Armando Cabrera
CABRERA ACCOUNTING SERVICES

5490 Griffin Road

Davie, FL 33314

DOMESTIC FILING

NAME: AIR INVESTMENTS, 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: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 25 PM 12:57

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98 MAR 25 AM 10:40
DIVISION OF CORPORATIONS

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SECRETARY OF STATE
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98 MAR 25 PM 12:57

ARTICLES OF INCORPORATION

OF

AIR INVESTMENTS, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

I.

NAME

THE NAME OF THIS CORPORATION IS: AIR INVESTMENTS, INC.

II.

NATURE OF BUSINESS

THE GENERAL NATURE OF THIS BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS: SALES AIRCRAFTS

1. TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

FURTHER, AND NOT BY WAYS OF LIMITATION OF THE PRECEDING PARAGRAPH:

2. TO MANUFACTURE, PURCHASE, OR OTHERWISE ACQUIRE, AND TO OWN, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER, OR OTHERWISE DISPOSE OF, AND TO INVEST IN, TRADE IN, DEAL IN WITH GOODS, WARES, MERCHANDISE, REAL AND PERSONAL PROPERTY, AND SERVICES, OF EVERY CLASS, KIND, AND DESCRIPTION, EXCEPT THAT IT IS NOT CONDUCT A BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURDITY, EXPRESS, RAILROAD, CANAL, TELEGRAPH, TELEPHONE, OR CEMETERY COMPANIES, BUILDING AND LOAN ASSOCIATION, FRATERNAL BENEFIT SOCIETY, STATE FAIR OR EXPOSITION.

3. TO CONDUCT BUSINESS IN, HAVE ONE OR MORE OFFICES IN, AND BUY, HOLD, MORTGAGE, SELL OR CONVEY, LEASE OR OTHERWISE DISPOSE OF, REAL AND PERSONAL PROPERTY, INCLUDING FRANCHISE, PATENTS, COPYRIGHTS, TRADEMARKS, AND LICENSE, IN THE STATE OF FLORIDA, AND IN ALL OTHER STATES AND COUNTRIES.

4. TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL, OR PLEDGE BONDS, DEBENTURES, AND NOTES, AND OTHER EVIDENCE OF INDEBTEDNESS, AND EXECUTE SUCH MORTGAGES, TRANSFERS OF CORPORATE PROPERTY, OR OTHER INSTRUMENTS, TO SECURE THE PAYMENT OF CORPORATION INDEBTEDNESS AS REQUIRED.

5. TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND ENGAGE IN THE SAME, OR OTHER CHARACTER OF BUSINESS.

6. TO GUARANTEE, ENDORSE, PURCHASE, HOLD, SELL, TRANSFER, MORTGAGE, PLEDGE OR OTHERWISE ACQUIRE, OR DISPOSE OF THE SHARES OF CAPITAL STOCK OF, OR NAY BONDS, SECURITIES, OR OTHER EVIDENCES OF INDEBTEDNESS, CREATED BY ANY OTHER CORPORATION OF THE STATE OF FLORIDA, OR ANY OTHER STATE OF GOVERNMENT, AND WHILE OWNER OF SUCH STOCK, TO EXERCISE ALL OF THE RIGHTS, POWERS AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK.

III.

CAPITAL STOCK

THE MAXIMUM NUMBER IF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: SIX HUNDRED SHARES OF COMMON STOCK, HAVING A NOMINAL PAR. VALUE OF: \$ 1.00 (ONE DOLLARS)

IV.

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS NOT LESS THAN: SIX HUNDRED DOLLARS

V.

TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

VI.

ADDRESS

THE INITIAL POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: 666 N.E. 195TH STREET NORTH MIAMI, FLORIDA 33179. THE BOARD OF DIRECTORS, MAY FROM TIME TO TIME, MOVE THE PRINCIPAL OFFICE OF THE CORPORATION TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

VII.

DIRECTORS

THIS CORPORATION SHALL BE EXERCISED BY A BOARD OF ONE (1) OR MORE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY NE INCREASED OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE (1).

VIII.

INITIAL DIRECTORS

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

<u>NAME</u>	<u>ADDRESS</u>
ALEXIS JIMENEZ	666 N.E. 195TH STREET NO. MIAMI, FL. 33179
IVAN MARTINEZ	666 N.E. 195TH STREET NO. MIAMI, FL. 33179
ROBERTO GOMEZ	666 N.E. 195TH STREET NO. MIAMI, FL. 33179

VIIII.

SUBSCRIBERS

THE NAMES AND ADDRESSES OF EACH SUBSCRIBER OF THE ARTICLES OF INCORPORATION, THE NUMBER OF SHARES, EACH AGREES TO TAKE AND THE VALUE OF THE CONSIDERATION ARE:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
ALEXIS JIMENEZ	666 N.E. 195 STREET NO. MIAMI, FL. 33179	200	\$ 200.00
IVAN MARTINEZ	666 N.E. 195 STREET NO. MIAMI, FL. 33179	200	\$ 200.00
ROBERTO GOMEZ	666 N.E. 195 STREET NO. MIAMI, FL. 33179	200	\$ 200.00

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON PROCESS MAY BE SERVED.

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST, THAT AIR INVESTMENTS, INC. DESIRING TO ORGANIZE
UNDER THE LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL OFFICE,
AS INDICTED IN THE ARTICLES OF INCORPORATION, AT CITY OF NORTH
MIAMI, COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED ALEXIS
JIMENEZ, AT 666 N.E. 195TH STREET, CITY OF NORTH MIAMI, COUNTY OF
DADE, STATE OF FLORIDA, AT IT'S AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, WITH
THE PROVISIONS OF SAID ACT TO KEEPING OPEN SAID OFFICE.


RESIDENT AGENT