

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR -3 AM 11:03

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Av Tec Holdings, Inc.

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Signature _____

Requested by: CS

Name _____

Date 4/3

Time 10:00

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File cert.

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

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04-03-98

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ARTICLES OF INCORPORATION

OF

AvTec Holdings, Inc.

The undersigned Incorporator, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is AvTec Holdings, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and the corporation's mailing address are both c/o Eliot C. Abbott, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 201 So. Biscayne Blvd, 17th Floor, Miami Center, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 5,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Miami Center Registered Agents, Inc. The street address of the corporation's initial registered office is 201 So. Biscayne Blvd, 17th Floor, Miami Center, Miami, Florida 33131.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Ronny J. Halperin, Esquire, c/o Kluger, Peretz, Kaplan & Berlin, P.A., 201 So. Biscayne Blvd, 17th Floor, Miami Center, Miami, Florida 33131.

ARTICLE IX

DIRECTORS

The number of directors constituting its initial board of directors is one (1) whose name and address is:

Name

Address

Eric Waggoner

314 S.E. Third Place
Dania, Florida 33004

ARTICLE X

BYLAWS

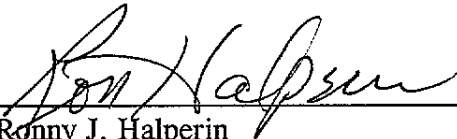
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI

INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of April, 1998.



Ronny J. Halperin

CERTIFICATE OF REGISTERED AGENT

OF

AvTec, Holdings, Inc.

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Pursuant to Section 620.05 of the Florida Revised Uniform Limited Partnership Act, the following is submitted, in compliance with said Act:

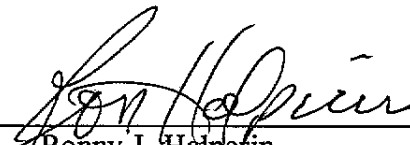
That AvTec, Holdings, Inc., desiring to organize under the laws of the State of Florida with its principal office at 201 So. Biscayne Blvd, 1700 Miami Center, Miami, 33131, has named Miami Center Registered Agents, Inc., as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 2nd day of April, 1998.

MIAMI CENTER REGISTERED AGENTS, INC.

By: 
Ronny J. Halperin