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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR 13 AM 10:54
e-mail
dwmc@tspay.com
FILED

April 8, 1998

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

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-04/13/98-01137-015
****122.50 ****122.50

Re: BROOKWOOD AIRCRAFT MANAGEMENT, INC.

Dear Sirs:

Please find enclosed for filing the original and one copy of the Articles of Incorporation of BROOKWOOD AIRCRAFT MANAGEMENT, INC. Also enclosed is our corporate check in the amount of \$122.50 to cover the necessary filing fees.

If you should have any questions in regard to the above matter, please do not hesitate to contact this office at (407) 655-1200. Thank you.

Sincerely,

Timothy L. Whalen
Enclosures

F. CHESSER APR 14 1998

**ARTICLES OF INCORPORATION
OF
BROOKEWOOD AIRCRAFT MANAGEMENT, INC.**

**FILED
98 APR 13 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

BROOKEWOOD AIRCRAFT MANAGEMENT, INC.

The principal place of business of this corporation shall be 6723 SW 161st Ave, Pembroke Pines, Florida 33331.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 3,500 shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 301 Clematis Street, Suite 200, West Palm Beach, FL 33401 and the name of the initial registered agent of the corporation at that address is Timothy L. Whalen.

ARTICLE V - TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE VI - DIRECTORS

This corporation shall have one director initially. The maximum number of directors of the corporation is seven (7). The names and addresses of the initial Board of Directors are:

Susan Wood
6723 SW 161st Ave
Pembroke Pines, FL 33331

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

Susan Wood
President/Secretary/Treasurer
6723 SW 161st Ave
Pembroke Pines, FL 33331

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Susan Wood
6723 SW 161st Ave
Pembroke Pines, FL 33331

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended by a majority in interest of the shareholders of the corporation at a meeting duly called for such purpose.

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this March 9, 1998.

Susan Wood
Susan Wood, Subscriber

STATE OF FLORIDA
COUNTY OF PALM BEACH }

The foregoing instrument was acknowledged before me this 9th day of
March, 1998 by Susan Wood, who is personally known to me or who has
produced _____ as identification and who did (did not)
take an oath.

Kelly Ann Boes
Notary Public,
State of Florida at Large

My Commission expires:

My Commission Number:



**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That BROOKWOOD AIRCRAFT MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of Pembroke Pines, Florida, hereby appoints Timothy L. Whalen, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

By: _____
Timothy L. Whalen
Registered Agent

Dated: March 9, 1998

FILED
98 APR 13 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA