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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- AEROMASTERS, INC. (Corporation Name) _____ (Document #) _____
- _____ (Corporation Name) _____ (Document #) _____
- _____ (Corporation Name) _____ (Document #) _____
- _____ (Corporation Name) _____ (Document #) _____

APR 23 PM 4:13
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

- Walk in
 Pick up time 2:10
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

RECEIVED
 APR 21 AM 11:36

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1998

LAZARUS

MIAMI, FL

SUBJECT: AEROMASTERS, INC.
Ref. Number: W98000008890

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 598A00021430

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 APR 23 PM 3:31

RECEIVED

ARTICLES OF INCORPORATION
OF

Aeromasters of South Florida, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Incorporation.

ARTICLE I

The name of the corporation shall be:

Aeromasters of South Florida, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

815 N.W. 57 Avenue
Suite 304
Miami, Florida 33126

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

500 shares (five hundred) @
\$ 1 (one dollar)

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Raimundo Lopez Lima Levi
815 N.W. 57 Avenue
Suite 304
Miami, Florida 33126

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 APR 23 PM 4:13
FILED

ARTICLE V INCORPORATOR (S)

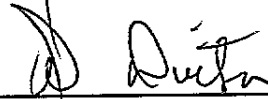
The name(s) and street address(es) of the incorporator to these Articles of Incorporation is (are):

Raimundo Lopez Lima Levi, Director
815 N.W. 57 Avenue
Suite 304
Miami, Florida 33126

The undersigned has(have) executed these Articles of Incorporation this 11th day as of March 1998.



Signature / Title




Signature / Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 607.325, Florida Statute, 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: Aeromasters of South Florida, Inc.
2. The name and address of the registered agent and office is:

Raimundo Lopez Lima Levi
815 N.W. 57 Avenue
Suite 304
Miami, Florida 33126

Signature 
Title Director
Date 4/8/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFIED, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL MY STATUS RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature 
Date 4/8/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FILED