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May 8, 1998

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***245.00 ***122.50

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of SATELLITE AVIATION, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$122.50 to cover the filing fee.

3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (407) 729-6399

Thank you for your assistance in this matter.

Sincerely,

John L. Fahnestock
John L. Fahnestock

FILED
98 MAY 14 PM 2:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

John L. Fahnestock
5/15/98

FILED

98 MAY 14 PM 2:42

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
SATELLITE AVIATION, INC.

ARTICLE I. NAME

The name of this corporation is SATELLITE AVIATION, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2507 Village Park Dr., Melbourne, Florida 32934, and the name of the initial registered agent of this corporation at that address is JOHN L. FAHNESTOCK.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

JOHN L. FAHNESTOCK
2507 Village Park Dr.
Melbourne Fl 32934

BRIAN DAVIS
510 Glenwood Ave.
Satellite Beach Fl 32937

WILLIAM K. PRESLEY
10710 S. Tropical Trail
Merritt Island FL 32952

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 2507 Village Park Dr., Melbourne, Florida 32934, and the mailing address of the corporation is 2507 Village Park Dr., Melbourne, Florida 32934.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

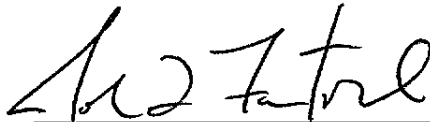
JOHN L. FAHNESTOCK
2507 Village Park Dr.
Melbourne Fl 32934

BRIAN DAVIS
510 Glenwood Ave.
Satellite Beach Fl 32937

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 8th day of May, 1998.

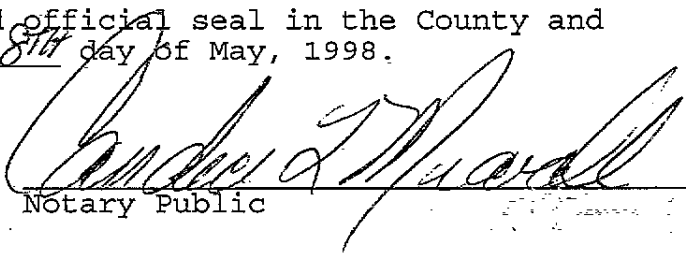


JOHN L. FAHNESTOCK

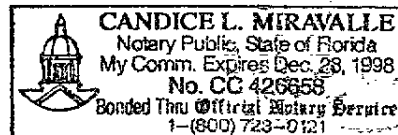
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JOHN L. FAHNESTOCK, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 8th day of May, 1998.


Notary Public

Pers known



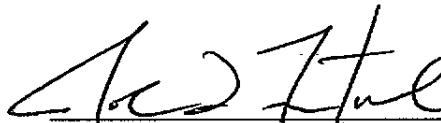
DESIGNATION
AS
REGISTERED AGENT.

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That SATELLITE AVIATION, INC., desiring to organize
under the laws of the State of Florida, with its principal
office at 2507 Village Park Dr., Melbourne, Brevard County,
Florida 32934, has named JOHN L. FAHNESTOCK, located at 2507
Village Park Dr., Melbourne, Brevard County, Florida 32934,
as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.



JOHN L. FAHNESTOCK
Registered Agent

FILED
98 MAY 14 PM 2:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA