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IVETTE M. FERNANDEZ  
C/O SCHARLIN LANZETTA & COHEN  
1399 S.W. 1ST AVENUE  
MIAMI, FLORIDA 33130

Writer's Direct  
Phone No. (305) 376-2434  
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August 17, 1998

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Secretary of State of Florida  
Division of Corporations  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: AIRCRAFT REPAIR SERVICES, INC.

Gentlemen:

Enclosed herewith is the original and one (1) copy of the Articles of Incorporation of the above-named proposed Florida Corporation.

Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee	-	\$ 70.00
Certified Copy	-	<u>52.50</u>
		\$122.50

Please file the enclosed Articles of Incorporation and forward the certified copy to the undersigned at your earliest opportunity.

Thank you for your prompt attention to this matter.

Sincerely,

Ivette M. Fernandez

92 AUG 20 AM 8:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

B. BROCK AUG 21 1998

***ARTICLES OF INCORPORATION***  
***OF***  
***AIRCRAFT REPAIR SERVICES, INC.***

The undersigned hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida General Corporation Act, Florida Statutes, Chapter 607.

***ARTICLE I***  
***NAME***

The name of this corporation shall be as set forth above.

***ARTICLE II***  
***GENERAL NATURE OF BUSINESS AND POWERS***

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

***ARTICLE III***  
***CAPITAL STOCK***

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

***ARTICLE IV***

APPROVED  
AND  
FILED  
98 AUG 20 AM 8:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***TERM OF EXISTENCE***

This corporation shall have perpetual existence.

***ARTICLE V***

***REGISTERED AGENT AND INITIAL REGISTERED OFFICE***

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Ivette M. Fernandez  
c/o Scharlin Lanzetta & Cohen  
1399 S.W. 1st Avenue  
Miami, Florida 33130

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

***ARTICLE VI***

***BOARD OF DIRECTORS***

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

***ARTICLE VII***

***INITIAL DIRECTORS***

The name of the initial directors of this Corporation and their street address is:

Rigoberto V. Fernandez  
14110 S.W. 45th Street  
Miami, Florida 33175

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

#### ***ARTICLE VIII***

##### ***PRINCIPAL OFFICE***

The principal office of the corporation is as follows:

14110 S.W. 45th Street  
Miami, Florida 33175

#### ***ARTICLE IX***

##### ***INCORPORATOR***

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Rigoberto V. Fernandez  
14110 S.W. 45th Street  
Miami, Florida 33175

#### ***ARTICLE X***

##### ***CONFLICT OF INTEREST***

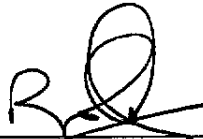
No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

**ARTICLE XI**

**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 17 day of AUGUST, 1998



Rigoberto V. Fernandez

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

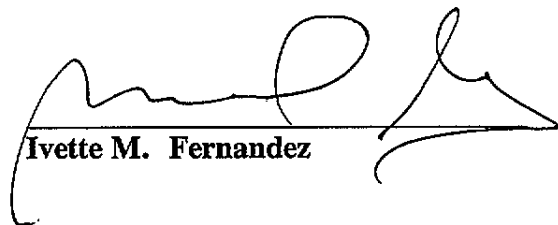
Pursuant to the provisions of Section 607.0501, Florida

Statutes, the following is submitted, in compliance with said Statutes:

That **Rigoberto V. Fernandez**, desiring to organize under the laws of the State of Florida, with its registered office at: 14110 S.W. 45th Street, Miami, Florida 33175, has named **Ivette M. Fernandez**, located at c/o Scharlin Lanzetta & Cohen, 1399 S.W. 1st Avenue, Miami, Florida 33130, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
**Ivette M. Fernandez**

APPROVED  
AND  
FILED  
98 AUG 20 AM 8:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA