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ALBERT C. WILLIAMS, Jr.

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21 August, 1998

Division of Corporations  
New Filing Section  
P.O. Box 6327  
Tallahassee, FL 32314

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-08/24/98--01110--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00


Re: AIR ENGINEERING, Inc.

Dear Reader:

Please record the enclosed Articles and return  
confirmation letter to me.

My check in the amount of \$70.00 is enclosed.

Sincerely,

  
Albert C. Williams, Jr.  
ACW Jr/cw

98 AUG 24 AM 8:56

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Rp  
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ARTICLES OF INCORPORATION  
OF

AIR ENGINEERING, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the statutes of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

AIR ENGINEERING, INC.

The address of the principal office of this corporation shall be 819 Jacaranda Dr., Largo, FL 33770 and the mailing address of the corporation shall be the same.

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The maximum number of shares of common stock that this corporation is initially authorized to have outstanding at any one time is one thousand (1,000) shares at a par value of ten cents (\$.10) U.S.

ARTICLE IV REGISTERED AGENT

The Registered Agent for this corporation shall be Albert C. Williams, Jr., and the street address of the Registered Office of this corporation shall be 819 Jacaranda Dr., Largo, FL 33770.

ARTICLE V TERM OF EXISTANCE

This corporation is to exist perpetually.

ARTICLE VI DIRECTORS

This corporation shall initially have no directors. All duties associated with directors shall be performed by shareholders.

ARTICLE VII SHAREHOLDERS

The initial shareholders of this corporation shall be as follows: to be subscribed at organizational meeting. Any number of shares of stock may remain in the treasury of the corporation as authorized unissued up to a maximum of nine hundred ninety nine (999).

ARTICLE VIII OFFICERS

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

Albert C. Williams, Jr. President 819 Jacaranda Dr.  
Largo, FL 33770

ARTICLE IX PRE-EMPTIVE RIGHTS

This corporation elects to have pre-emptive rights.

ARTICLE X SPECIAL PROVISION

It is the intent of the incorporator that this corporation will qualify under the provisions of Section 1244 of the Internal Revenue Code.


ARTICLE XI INCORPORATOR

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

Albert C. Williams, Jr. 819 Jacaranda Dr.  
Largo, FL 33770

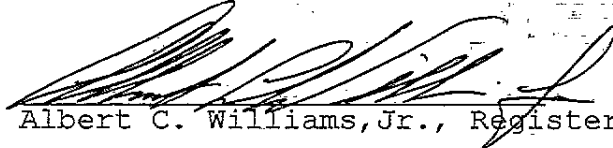
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DIVISION OF CORPORATIONS  
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IN WITNESS WHEREOF, the undersigned incorporator has  
hereunto set his hand and seal this 21 day of August,  
1998.

  
Albert C. Williams, Jr.,  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Albert C. Williams, Jr., having a business office  
identical with the registered office of the incorporator and  
registered agent identified above, and having been  
designated as the Registered Agent in the foregoing  
Articles, is familiar with and accepts the obligations of  
the position of Registered Agent under Section 607.0505 of  
the Statutes of the State of Florida.

  
Albert C. Williams, Jr., Registered Agent