

P98000082991



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 972710 4336650

AUTHORIZATION :

*Patricia Pyjunt*

COST LIMIT : \$ 70.00

ORDER DATE : September 24, 1998

ORDER TIME : 11:02 AM

ORDER NO. : 972710-005

100002648211--6

CUSTOMER NO: 4336650

CUSTOMER: Michael H. Hoffman, Esq  
BAKER & MCKENZIE

1200 Brickwell Avenue  
19th Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: AVTEAM ENGINE REPAIR CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 24 PM 3:12

RECEIVED  
98 SEP 24 PM 12:00  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**AVTEAM ENGINE REPAIR CORP.**

**A Florida Corporation**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 24 PM 3:12

**ARTICLE I**

**NAME**

The name of this corporation is AVTEAM Engine Repair Corp. and its mailing address is 3230 Executive Way, Miramar, Florida 33025.

**ARTICLE II**

**NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States, and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

#### ARTICLE IV

##### CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$0.01 par value common stock, which shall be designated "common shares".

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of this Corporation at that address is Corporation Service Company.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) initial director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the director of this Corporation is:

Donald A. Graw

c/o AVTEAM, Inc.  
3230 Executive Way  
Miramar, Florida 33025

#### ARTICLE VII

##### AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the rights to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE VIII

INDEMNIFICATION

This Corporation shall indemnify and shall advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is:

Michael H. Hoffman  
Baker & McKenzie  
1200 Brickell Avenue, 19<sup>th</sup> Floor  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 23<sup>rd</sup> day of September, 1998.

A handwritten signature in cursive script, reading "Michael H. Hoffman", written over a horizontal line.

Michael H. Hoffman

**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON  
WHOM PROCESS MAY BE SERVED**

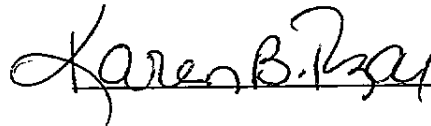
**WITNESSETH**

That AVTEAM Engine Repair Corp. desiring to organize under the laws of the State of Florida, has named Corporation Service Company as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607-0505, Florida Statutes.

Dated this 24 day of September, 1998.



Karen B. Rozar, Asst. Sec.  
Corporation Service Company

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 24 PM 3:12