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*****245.00 *****78.75

September 25, 1998

Department of State
Corporations Division
P. O. Box 6328
409 E. Gaines Street
Tallahassee, FL 32314

Re: American Aircarriers Support Acquisition II Corp.
AND
American Aircarriers Support Acquisition III Corp.

Dear Sir:

Enclosed in duplicate are Articles of Incorporation for the above named corporations. Please file the originals in your office and return a file stamped copy of each to me. Also enclosed is our Firm check for \$245.00 to cover the filing fees and certified copy fee.

Thank you for your assistance with this matter.

Very truly yours,

GRAY, LAYTON, KERSH, SOLOMON,
SIGMON, FURR & SMITH,

By David M. Furr
David M. Furr

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT -5 PM 12:24

FILED

DMF:skl

Enclosures

TA-10/7/98

**ARTICLES OF INCORPORATION
OF
AMERICAN AIRCARRIERS SUPPORT ACQUISITION II CORP.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be: AMERICAN AIRCARRIERS SUPPORT ACQUISITION II CORP.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 18120 San Carlos Boulevard, S.W., Unit 1201, Fort Myers, Florida 33931.

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Hundred Thousand (100,000). These shares shall be all of one class, designated as common stock.

ARTICLE IV

INITIAL REGISTERED AGENT AND ADDRESS

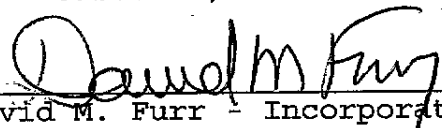
The name and Florida street address of the initial registered agent are: Karl F. Brown, 18120 San Carlos Boulevard, S.W., Unit 1201, Fort Myers, Florida 33931.

ARTICLE V

INCORPORATOR

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

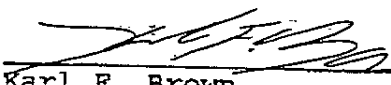
David M. Furr
516 S. New Hope Road
Gastonia, NC 28054


David M. Furr - Incorporator

9.30.98
Date

FILED
98 OCT -5 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


Karl F. Brown
Registered Agent

9/25/98
Date

FILED
98 OCT -5 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA