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-10/05/98--01143--017  
\*\*\*\*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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 OCT -5 PM 12:30

FILED

DMF:skl

Enclosures

TA-10/7/98

ARTICLES OF INCORPORATION  
OF  
AMERICAN AIRCARRIERS SUPPORT ACQUISITION III 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 III 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

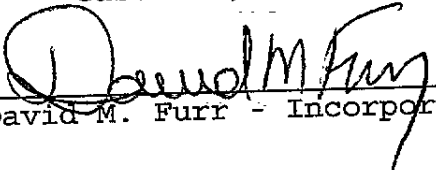
The name and Florida street address of the initial registered agent are: Karl F. Brown, 18120 San Carlos Boulevard, S.W., Unit 1201, Fort Myers, Florida 33931.

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


Date

9.30.98

98 OCT -5 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA