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* BOARD CERTIFIED IN TAXATION AND
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October 20, 1998

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

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-10/21/98--01037--016

122.50 **78.75

EFFECTIVE DATE
10-20-98

Re: RB Aircraft Brokerage, Inc.
Effective Date: October 20, 1998

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of the above proposed corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, and return a certified copy to this office.

Also enclosed is a certificate designating place of business or domicile for service of process within this State, naming agent upon whom process may be served.

A check is also enclosed in the total amount of \$122.50 to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Incorporation, and the \$35.00 fee for designation of registered agent.

Yours very truly,

Ivan M. Lefkowitz

IML:glg
Enclosures
cc: Ross Beiling, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

RB AIRCRAFT BROKERAGE, INC.

EFFECTIVE DATE

10-20-98

ARTICLE I - NAME

The name of this corporation is RB AIRCRAFT BROKERAGE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS

The street address of the initial registered agent of this corporation shall be:

430 North Mills Avenue
Orlando, Florida 32803

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The name of the initial registered agent of this corporation at that address shall be:

IVAN M. LEFKOWITZ, ESQ.

The street address of the corporate offices shall be:

7000 South Sylvan Lake Drive
Sanford, Florida 32771

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have one (1) director initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial director and officer of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
ROSS BEILING	7000 South Sylvan Lake Drive Sanford, Florida 32771	President/ Secretary/ Treasurer/ Director

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
IVAN M. LEFKOWITZ	430 North Mills Avenue Orlando, Florida 32803

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of October, 1998.


IVAN M. LEFKOWITZ

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is:

RB AIRCRAFT BROKERAGE, INC.

2. The name and address of the registered agent and office is:

IVAN M. LEFKOWITZ, ESQ.
430 North Mills Avenue
Orlando, Florida 32803


Date: October 20, 1998


IVAN M. LEFKOWITZ, Subscriber

ACCEPTANCE

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.

Date: October 20, 1998


IVAN M. LEFKOWITZ, ESQ.

s:beiling.art