

Division of Corporations

Page 1 of 1

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FLORIDA PROFIT CORPORATION OR P.A.

AEROCELTIC USA CORP.

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**ARTICLES OF INCORPORATION
OF
AEROCELTIC USA CORP.**

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Aeroceltic USA Corp.

ARTICLE II

Principal Office

The principal office of the Corporation is located at c/o Terence F. Brennan, Esquire, Holland & Knight LLP, 200 South Orange Avenue, Suite 2600, Orlando, Florida 32801, and its mailing address is c/o Terence F. Brennan, Esquire, Holland & Knight LLP, Post Office Box 1526, Orlando, Florida 32802-1526.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date of execution of these Articles of Incorporation and the Corporation shall exist perpetually unless dissolved according to law.

Prepared By:
Terence F. Brennan, FL Bar No. 00007218
Holland & Knight LLP
P.O. Box 1526, Orlando, FL 32802-1526
(407) 425-8500

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 52,000,000 shares of Common Stock, with a \$.01 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be c/o Holland & Knight LLP, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131-3209. The initial registered agent of the Corporation at the registered office shall be Intrastate Registered Agent Corporation.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Guy Bélanger	238 Place Félix Guyon Laval, Quebec Canada H7M 9Z7
Jean-Jacques Hildgen	11 Chemin des Hibaudières Bouguenais, France 44340

ARTICLE VIII


Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Guy Bélanger	288 Place Felix Guyon Laval, Quebec Canada H7M 9Z7

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Executed this 3 day of November, 1998.



 Guy Bélanger, Incorporator

ACCEPTANCE OF REGISTERED AGENT

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.

INTRASTATE REGISTERED AGENT CORPORATION, Registered Agent

By: _____
Louis T. M. Conti

Its: Vice President

Date: November 3, 1998

*****TAX/SL/C-PKG/AEROCELTIC