

PATRICIA M. DURANTE, C.P.A., P.A.

Certified Public Accountant
6971 North Federal Highway
Suite 304
Boca Raton, Florida 33487

MEMBER
FLORIDA INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

TELEPHONE
561 (407) 989-8991
FAX
561 (407) 989-8992

P98000098624

November 16, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: BANNER AVIONICS, INC.

100002691281--S
-11/19/98--01036--014
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find a check for \$70.00 for the filing fee for BANNER AVIONICS, INC. and an original and one (1) copy of the articles of incorporation.

Please send the copy of the filed articles of incorporation to:

Patricia Durante
6971 North Federal Highway, Suite 304
Boca Raton, FL 33487-1617

The daytime phone number is (561) 989-8991.

If you have any questions, please do not hesitate to call.

Sincerely,

Patricia Durante

Patricia Durante

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 AM 10:01

100002691281--S

ARTICLES OF INCORPORATION

OF

BANNER AVIONICS, INC.

ARTICLE I. NAME

The name of this corporation shall be BANNER AVIONICS, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the DEPARTMENT OF STATE, DIVISION OF CORPORATIONS. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000,000 shares of common stock, each having a par value of one cent (.01) par value shares of common stock.

Articles of Incorporation of BANNER AVIONICS, INC.

98 NOV 19 AM 10:01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be TWO. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

VINCENT J. SORTINO
110 GARDENS DRIVE, #202
POMPANO BEACH, FL 33069

MICHELLE SORTINO
110 GARDENS DRIVE, #202
POMPANO BEACH, FL 33069

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be:
110 GARDENS DRIVE, #202, POMPANO BEACH, FL 33069.

The address of this corporation's initial registered office shall be: 6971 NORTH FEDERAL HIGHWAY, SUITE 304, BOCA RATON, FL 33487. The name of the individual who shall serve as this corporation's initial registered agent at that address is:
PATRICIA DURANTE.

Articles of Incorporation of BANNER AVIONICS, INC.

ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: PATRICIA DURANTE, 6971 NORTH FEDERAL HIGHWAY, SUITE 304, BOCA RATON, FL 33487.

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Patricia Durante
PATRICIA DURANTE - Incorporator.

I hereby accept my designation as registered agent and agree to serve as the resident agent of BANNER AVIONICS, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for BANNER AVIONICS, INC.

Patricia Durante
PATRICIA DURANTE - Registered Agent

Articles of Incorporation of BANNER AVIONICS, INC.