

P99000023465

PRIVATE CAPITAL PARTNERS, INC.
4792 N. Citation Dr., Apt. 101
Delray Beach, Florida 33445

Via Fed Ex

February 23, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Secretary of State:

400002786294-- 1
-02724/99--01105--017
*****122.50 *****78.75

Enclosed are an original and one copy of the Articles of Incorporation for Helicopters International, Inc. together with a check for the following fees:

\$35.00 Filing Fee
\$35.00 Designation of Registered Agent
\$52.50 Certified Copy

Please file the enclosed so they will have an effective date of February 24, 1999 and return the certified copy to me at 2300 Glades Road, Suite 450-W, Boca Raton, FL 33431.

If you have any questions or if you need anything further in connection with this matter, please contact me by telephone.

Very truly yours,


Douglas Goss

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB 24 AM 10:19

FILED

B. BROCK MAR 15 1999

W99000005164
02555



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 3, 1999

DOUGLAS GOSS
PRIVATE CAPITAL PARTNERS, INC.
4792 N. CITATION DR., APT. 101
DELRAY BEACH, FL 33445

SUBJECT: HELICOPTERS INTERNATIONAL, INC.
Ref. Number: W99000005164

We have received your document for HELICOPTERS INTERNATIONAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 499A00009651

ARTICLES OF INCORPORATION
OF
HELICOPTERS INTERNATIONAL, INC.

FILED
99 FEB 24 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HELICOPTERS INTERNATIONAL, INC.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be 4792 N. Citation Dr., Apt. 101, Delray Beach, Florida, 33445 and the mailing address of the corporation shall be the same.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having \$.001 per value per share.

ARTICLE V. INITIAL REGISTERED AGENT

The street address of the initial registered agent of the corporation shall be 4792 N. Citation Dr. , Apt. 101, Delray Beach, Florida 33445, and the name of the initial registered agent of the corporation at that address is Nikki J. Nedbor.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

S. Douglas Goss	4792 N. Citation Dr., Apt. 101
Dir.	Delray Beach, Florida 33445

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

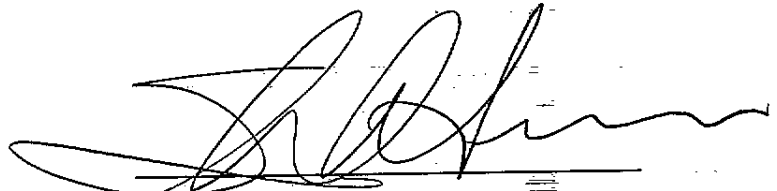
S. Douglas Goss	4792 N. Citation Dr., Apt. 101
President/Secretary	Delray Beach, Florida 33445

ARTICLE IX. INCORPORATION

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

S. Douglas Goss
4792 N. Citation Dr., Apt. 101
Delray Beach, Florida 33445

The undersigned incorporator has hereunto set his hand and seal on February 23, 1999.



S. Douglas Goss

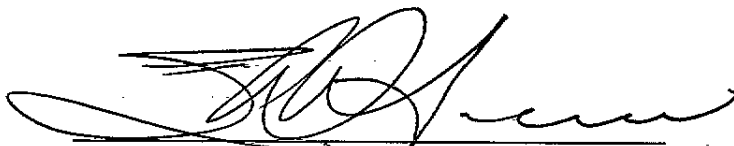
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: Helicopters International, Inc.
2. The name and address of the registered agent and office is:

S. Douglas Goss
4792 N. Citation Dr., Apt. 101
Delray Beach, Florida 33445

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.


(Signature)

3-9-99
(Date)

FILED
99 FEB 24 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA