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LAW OFFICES OF  
STUART A. GOLDSTEIN

9350 SOUTH DIXIE HIGHWAY

PENTHOUSE ONE

MIAMI, FLORIDA 33156

TELEPHONE (305) 670-1222

FAX (305) 670-2889

STUART A. GOLDSTEIN

ALSO ADMITTED IN DISTRICT OF  
COLUMBIA & MARYLAND

BLANCA SORDO-MARTINEZ

LEGAL ASSISTANT

March 19, 1999

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
The Capitol, PL-2  
Tallahassee, FL 32399-0250

Re: S & R Aviation Enterprises, Inc.

To whom it may concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is my check number 5093 in the amount of \$78.75. That amount covers the filing fee of \$35.00, the registered agent designation fee of \$35.00 and the certified copy fee of \$8.75. Would you please return the certified copy in the enclosed envelope.

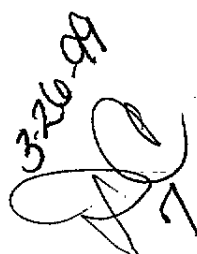
Very truly yours,

  
Stuart A. Goldstein

SAG/bsm

enc.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

32699  


ARTICLES OF INCORPORATION

OF

S & R Aviation Enterprises, Inc.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be S & R Aviation Enterprises, Inc.

ARTICLE II - NATURE OF BUSINESS

(a) To purchase, maintain, operate and sell aircraft and to carry on any other legitimate business which the Board of Directors deems appropriate.

(b) To make and enter into all contracts necessary and proper for the conduct of the business of the Corporation; to purchase the corporate assets of any other corporation and engage in the same character of business; and to take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to the corporation.

(c) To contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as the Corporation, or its Board of Directors, may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient;

(d) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of this state or any other state or government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;

(e) To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in the Articles of Incorporation or necessary or incidental to the benefit and protection of the Corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation whether or not such business is similar in nature to the objects enumerated in the Articles of Incorporation; and

(g) In general, to carry on any other business in connection with the foregoing and otherwise, and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the laws of the State of Florida, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

### ARTICLE III - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

### ARTICLE IV - ADDRESS OF THE CORPORATION

The initial address of the principal office of this Corporation shall be 9350 South Dixie Highway, Penthouse One, Miami, Florida 33156. The Board of Directors may, from time to time, designate such other address and place for the principal

office of this Corporation, as it may see fit.

#### ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to have outstanding at any time is two hundred (200) shares of common stock, each share having a par value of One Dollar (\$1.00).

#### ARTICLE VI

##### REGISTERED OFFICE AND REGISTERED AGENT

The initial Registered Agent of this Corporation shall be STUART A. GOLDSTEIN, and the Registered Office shall be located at 9350 South Dixie Highway, Penthouse One, Miami, Florida 33156. The Board of Directors may, from time to time, designate such other agent or address for the Registered Office of this Corporation as it may see fit.

#### ARTICLE VII - BOARD OF DIRECTORS

The number of members of the Board of Directors may be increased from time to time in the manner set forth in the By-Laws of this Corporation, but the number of directors shall never be less than one (1).

#### ARTICLE VIII - INITIAL DIRECTORS

The name and street addresses of the first Board of Directors of this Corporation, who shall hold office until their successors

are appointed and have qualified, are as follows:

Robert R. Russo  
13205 S.W. 71st Avenue  
Miami, Florida 33156

Stuart A. Goldstein  
13651 S.W. 77th Avenue  
Miami, Florida 33158

#### ARTICLE IX - INCORPORATOR

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

Stuart A. Goldstein  
9350 South Dixie Highway  
Penthouse One  
Miami, Florida 33156

#### ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XI - CONFLICT OF INTEREST

No contract between this Corporation and other corporations, or other individual, shall be invalidated solely by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the

officers and directors of this Corporation may be the other individual or individuals contracting with this Corporation.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 19<sup>th</sup> day of March, 1999.

Stuart A. Goldstein  
Incorporator

STATE OF FLORIDA

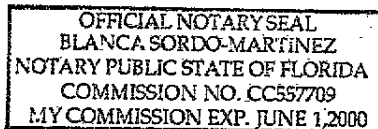
COUNTY OF MIAMI-DADE ss.:

BEFORE ME, the undersigned authority, personally appeared STUART A. GOLDSTEIN, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 19 day of March, 1999.

Blanca Sordo-Martinez  
Notary Public, State of Florida

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and I am familiar with, and accept the obligations of Section 607.325 of the Florida General Corporation Act.

Dated this 19th day of March, 1999.

Bruno A. Soler  
Registered Agent

FILED  
99 MAR 22 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA