

LAW OFFICES
JARVIS & ASSOCIATES, P.A.
Penthouse One
550 Biltmore Way
Coral Gables, Florida 33134

James W. Jarvis
Richard L. Richards
Aylin Fraxedas

PP9000031729

Telephone
(305) 448-4848
Facsimile
(305) 445-4545
e-mail
jwj@jarvislaw.com

April 5, 1999

Doris McDuffy
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300002827653--0
-04/02/99--01014--012
*****78.75 *****78.75

RE: Incorporation of:
IO Aviation Services, Inc.
VDP Aviation Services, Inc.
Diaz Aviation Professional Services, Inc.

Dear Ms. McDuffy:

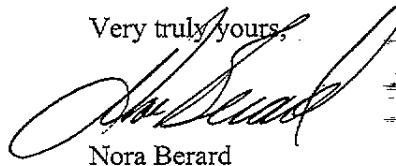
Per our conversation of today, enclosed you will find the corrected Articles of Incorporation for IO Aviation Services, Inc. and VDP Aviation Services, Inc.

You also mentioned that the name for one of the corporations we requested to be set up was unavailable so we have enclosed new Articles of Incorporation in the name of Diaz Aviation Professional Services, Inc. which will replace AD Professional Services, Inc.

Should you have any questions, please don't hesitate to call me.

Thank you for your help.

Very truly yours,


Nora Berard

FILED
99 APR -6 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nb

Enclosures

DMC
4/7/99

FILED

99 APR -6 AM 10: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DIAZ AVIATION PROFESSIONAL SERVICES, INC.

THE UNDERSIGNED, being of legal age, does hereby, for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporation, make the following:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: Diaz Aviation Professional Services, Inc.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States, and of this State.

ARTICLE III

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to laws.

ARTICLE IV

CAPITAL STOCK

The capital stock of this corporation shall be One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The initial principal office shall be at 1620 N.W. 118 Terrace, Pembroke Pines, FL 33026 and the registered agent and his address is James W. Jarvis, 550 Biltmore Way, Penthouse One, Coral Gables, Florida 33134.

ARTICLE VI

NUMBER OF DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation shall be one (1).

Adolfo Diaz, President/Treasurer/Secretary

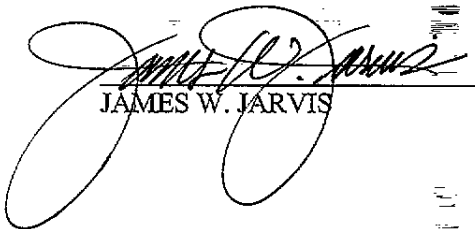
ARTICLE VII

INCORPORATOR

The name and street address of the incorporator and subscriber of this corporation is:

James W. Jarvis
Penthouse One
550 Biltmore Way
Coral Gables, Florida 33134


IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation, to do business both within and without the State of Florida, under the laws of Florida, does make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto sets his hand and seal this 9th day of April, 1999.


JAMES W. JARVIS

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared James W. Jarvis to me well known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 5th day of April, 1999.



Notary Public
State of Florida

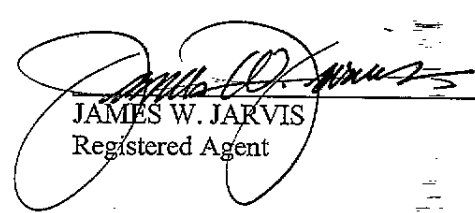
My Commission Expires:



Robert C Owens
My Commission CC630432
Expires March 17, 2001

ACKNOWLEDGMENT

The undersigned having been named Diaz Aviation Professional Services, Inc. at 550 Biltmore Way, Penthouse One, Coral Gables, Florida 33134 designated in the Articles of Incorporation, hereby agrees to act in this capacity and agrees to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.



JAMES W. JARVIS
Registered Agent