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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

**FLORIDA PROFIT CORPORATION OR P.A.**

**AERO SOFT CORP.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

of

**AERO SOFT CORP.**

**ARTICLE I - Name**

The name of the corporation is:

**AERO SOFT CORP.**

**ARTICLE II - Duration**

This corporation shall exist perpetually, commencing on the date of incorporation.

**ARTICLE III - Purpose**

The nature of the business or purposes to be conducted or promoted are: to manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles of property of all kinds; to render services of all kinds and to engage in any lawful act or activity permitted by the laws of the United States or for which corporations may be organized under the Corporation Law of the State of Florida.

**ARTICLE IV - Capital Stock**

This corporation is authorized to issue 7,500 share of \$1.00 par value stock, which shall be designated common shares.

**ARTICLE V - Address**

The post office address of the place at which the principal office of the corporation in this state will be located is:

7400 SW 50th Terrace  
Suite 203  
Miami, Florida 33155

Richard K. Inglis, Esq.  
2455 E. Sunrise Blvd., #320  
Fort Lauderdale, FL 33304 (954) 565-1977  
Fla Bar No.: 119113

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**H99000013460****ARTICLE VI - Initial Board of Directors**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Victor Flores  
7400 SW 50th Terrace  
Suite 203  
Miami, Florida 33155

Jose A. Alfonso  
7400 SW 50th Terrace  
Suite 203  
Miami, Florida 33155

**ARTICLE VII - Alteration of By-Laws**

The power to alter, amend or repeal the By-Laws or to adopt new By-Laws shall be vested in the Board of Directors; provided, however, that any By-Law or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by a vote of the shareholders entitled to vote for the election of directors, or a new By-Law in lieu thereof may be adopted by vote of such shareholders. No By-Law which has been altered, amended, or adopted by such a vote of the shareholders may be altered, amended or repealed by vote of the directors until two (2) years shall have expired since such action by vote of such shareholders.

**ARTICLE VIII - Incorporator**

The names and addresses of the persons signing these Articles of Incorporation are:

Victor Flores  
7400 SW 50th Terrace  
Suite 203  
Miami, Florida 33155

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Jose A. Alfonso  
7400 SW 50th Terrace  
Suite 203  
Miami, Florida 33155

**ARTICLE IX - Indemnification**

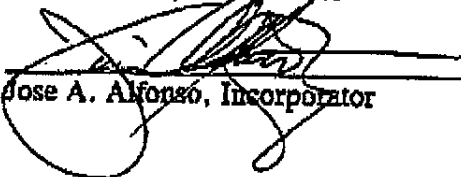
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE X - Registered Agent**

The corporation designates Richard K. Inglis, Esquire, located at Suite 320, International Building, 2455 East Sunrise Boulevard, Fort Lauderdale, Florida 33304 as its agent to accept service of process within this State pursuant to Chapter 48.091, Florida Statutes.

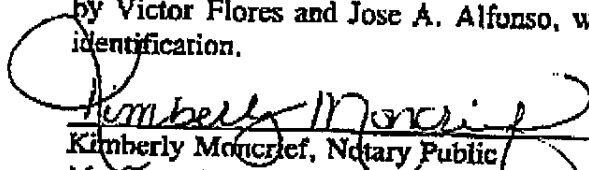
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 3rd day of June, 1999.

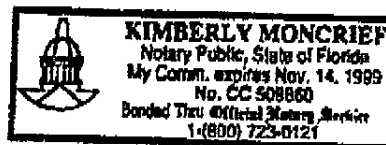
  
Victor Flores, Incorporator

  
Jose A. Alfonso, Incorporator

STATE OF FLORIDA}  
COUNTY OF BROWARD}

The foregoing instrument was acknowledged before me this 3rd day of June, 1999, by Victor Flores and Jose A. Alfonso, who have produced Florida Drivers Licenses as identification.

  
Kimberly Moncrief, Notary Public  
My Commission Number: CC 509860  
My Commission Expires: November 14, 1999



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that AERO SOFT CORP. desiring to organize under the laws of the State of Florida, with its principal address indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Richard K. Inglis, Esquire located at Suite 320, International Building, 2455 East Sunrise Boulevard, Fort Lauderdale, Florida 33304 as its agent to accept service of process within this State.



RICHARD K. INGLIS, Agent

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TALLAHASSEE, FLORIDA

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