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HOLMES & ASSOCIATES, LTD.

TWO CARLSON PARKWAY, SUITE 155, MINNEAPOLIS, MINNESOTA 55447
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JAMES S. HOLMES
ATTORNEY AT LAW

June 16, 1999

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-06/22/99-01056--004
*****87.50 *****87.50

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

SUBJECT: ASI-Aero Services South, Inc.

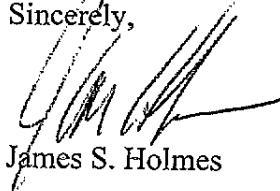
Enclosed is an original and three (3) counterpart originals of the Articles of Incorporation of the above-referenced corporation and a check for \$87.50 (Filing Fee, Certified Copy & Certificate of Status).

Please send all documentation concerning the above-referenced corporation to:

James S. Holmes
Holmes & Associates, Ltd.
Two Carlson Parkway, Suite 155
Minneapolis, Minnesota 55402

Telephone No.: 612-249-0888
Facsimile No.: 612-249-0777

Sincerely,



James S. Holmes

JSH:mj
Enclosures

FILED
JUN 22 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mary Gussow
AUTHORIZATION BY PHONE TO
CORRECT *Article 1 Copy*
DATE *6-24-99*
DOC. EXAM *CB*

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6-24-99
3

**ARTICLES OF INCORPORATION
OF**

ASI-AERO SERVICES SOUTH, INC.

FILED
99 JUN 22 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person of full age, for the purpose of forming a corporation under the Florida Business Corporation Act, as amended, does hereby adopt the following Articles of Incorporation.

**ARTICLE 1
NAME**

- 1.1. The name of this corporation shall be ASI-Aero Services South, Inc.

**ARTICLE 2
REGISTERED OFFICE**

- 2.1. The location and post office address of the registered office of this corporation in this State shall be 200 Aviation Drive North, Naples, Florida 34104.

**ARTICLE 3
SHARES**

- 3.1. Authorized Shares. The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) Shares.

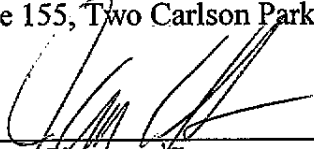
- 3.2. Par Value. Each capital share of this corporation shall have a par value of One Dollar (\$1.00).

**ARTICLE 4
INITIAL REGISTERED AGENT AND STREET ADDRESS**

- 4.1. The name and address of the registered agent of this corporation is Deborah Lauer, 200 Aviation Drive North, Naples, Florida 34104.

**ARTICLE 5
INCORPORATOR**

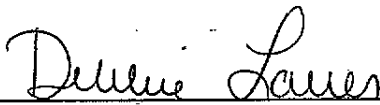
5.2. The name and address of the incorporator of this corporation is James S. Holmes, Suite 155, Two Carlson Parkway, Minneapolis, MN 55447.



Signature/Incorporator

June 16, 1999

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.



Deborah Lauer

June 17, 1999

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99 JUN 22 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA