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FRANKLIN & NICHOLLS, C.P.A.'S, L.L.C.

CERTIFIED PUBLIC ACCOUNTANTS

3300 N. UNIVERSITY DRIVE, SUITE 604

CORAL SPRINGS, FLORIDA 33065

954 / 752-0082 Fax: 954 / 752-9163

ROBERT M. FRANKLIN, C.P.A., P.A.

GREGG E. NICHOLLS, C.P.A., P.A.

June 28, 1999

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

700002919537--0
-06/30/99--01045--013
*****87.50 *****87.50

RE: Southworth Aircraft, Inc.

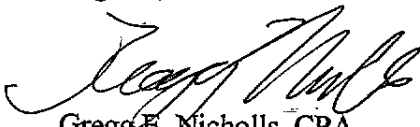
TO WHOM IT MAY CONCERN:

Attached please find the appropriate Articles of Incorporation for the above referenced new corporation, along with a check in the amount of \$87.50 for the filing fee and certificate of status.

Please send the completed paperwork back to me at the following address:

Franklin & Nicholls, CPA's, LLC
3300 N. University Drive #604
Coral Springs, FL 33065

Regards,



Gregg E. Nicholls, CPA
GEN:mt

FILED
99 JUN 30 AM 10:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MEMBER AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
MEMBER FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

B. BROOK JUL 6 1999

ARTICLES OF INCORPORATION
OF
SOUTHWORTH AIRCRAFT, INC.

FILED
99 JUN 30 AM 10:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is **SOUTHWORTH AIRCRAFT, INC.**

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One thousand shares (1,000) of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial principal office and mailing address of the corporation is:

Southworth Aircraft, Inc.
3410 NE 23 Avenue
Lighthouse Point, FL 33064

The name and street address of the Initial Registered Agent of this corporation is:

Gregg E. Nicholls, C.P.A.
3300 N. University Dr., #604
Coral Springs, FL 33065

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) 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 (1). The name and address of the initial directors of the corporation shall be:

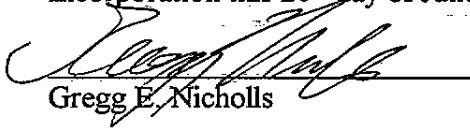
Stephen R. Southworth
3410 NE 23 Avenue
Lighthouse Point, FL 33064

ARTICLE VII - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is as follows:

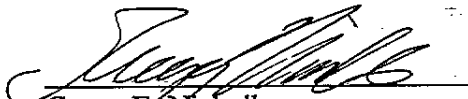
Gregg E. Nicholls
3300 N. University Dr., #604
Coral Springs, FL 33065

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of June, 1999.


Gregg E. Nicholls

REGISTERED AGENT ACCEPTANCE

I hereby acknowledge that I am familiar with and accept the duties of Registered Agent for **SOUTHWORTH AIRCRAFT, INC.**


Gregg E. Nicholls

FILED
99 JUN 30 AM 10:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

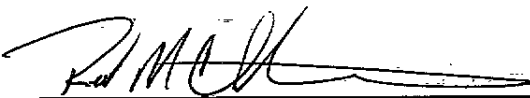
**STATE OF FLORIDA
COUNTY OF BROWARD**

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Gregg E. Nicholls Personally Known
form of identification

known to me and known to be the person who executed the foregoing Articles of Incorporation, who acknowledged before me that they executed these Articles of Incorporation, that I relied upon the forms of identification of the above named persons as indicated opposite each name, and that an oath was not taken.

Witness my hand and official seal of the County and State last aforesaid this
28 day of June, 1999.


Notary signature

REID M. CHRISTENSEN
Printed notary signature

REID M. CHRISTENSEN
Notary Public - State of Florida
My Commission Expires Apr 22, 2002
Commission # CC735951