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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/29/99

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\*\*\*122.50 \*\*\*\*78.75

DEAR SECRETARY

ENCLOSED ARE TWO COPIES OF THE ARTICLES OF INCORPORATION FOR  
FLEET MASTERS INC AND A CHECK FOR \$122.50 FOR THE FILING FEES.  
PLEASE FILE AND FORWARD A CERTIFIED COPY OF THESE ARTICLES TO:

CORPORATE AIRCRAFT REFINISHING  
2501 S.E. AVIATION WAY  
SUITE N, BOX 3  
STUART FL 34996-4017

SINCERELY,



JEFFREY S. HOSHOR

PH 8/9/99 ✓

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLEET MASTERS, INC.

The undersigned, acting as incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

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NAME OF CORPORATION

The name of the corporation shall be:

FLEET MASTERS, INC.

The corporation shall have perpetual existence.

ARTICLE II

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PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

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CAPITAL STOCK

The corporation is authorized to stock consisting of Two Million shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV

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INITIAL CORPORATE OFFICE AND CORPORATE MAILING ADDRESS

The corporate mailing address and the initial registered office of the corporation is 2501 S.E. AVIATION WAY BOX 3, STUART FL 34996. The name of the Initial Registered Agent of the corporation is TIMOTHY J. FRITSCHLE.

ARTICLE V

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INITIAL BOARD OF DIRECTORS

The corporation shall initially have one Director to hold office until the first Annual Meeting of Shareholders and until the successor shall have been duly elected and qualified, or until earlier resignation, removal from office, or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name of the initial Director of the corporation is:

TIMOTHY J. FRITSCHLE

ARTICLE VI

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INCORPORATOR

The name and address of the Incorporator of the corporation is:

TIMOTHY J. FRITSCHLE  
2501 S.E. AVIATION WAY BOX 3  
STUART, FL 34996

ARTICLE VII

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AMENDMENTS

These Articles of Incorporation may be amended in accordance with applicable law upon the affirmative vote of the holders of a majority of the outstanding shares of the corporation. Any right conferred any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 29th day of JULY, 1999.

  
\_\_\_\_\_  
INCORPORATOR  
TIMOTHY J. FRITSCHLE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

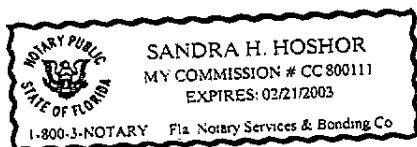
BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth below, personally appeared TIMOTHY J. FRITSCHLE who is known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

STATE OF FLORIDA )

SS#302-68-6170

COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 29th day of JULY, 1999 by TIMOTHY J. FRITSCHLE, who is personally known to me and who did take an oath.



Sandra H. Hoshor  
SANDRA H. HOSHOR  
NOTARY PUBLIC

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent of FLEET MASTERS, INC.

BY: [Signature]  
TIMOTHY J. FRITSCHLE

DATE: 7/29/99