

OCT. -11' 99(MON) 15:54 BILZIN, SUMBERG, ET. AL

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Account Number : 075350000132  
Phone : (305)374-7580  
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FLORIDA PROFIT CORPORATION OR P.A.

A&A AVIATION, INC.

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Fax Audit No. H99-25611

**ARTICLES OF INCORPORATION  
OF  
A&A AVIATION, INC.**

**ARTICLE I -- NAME**

The name of this corporation is A&A AVIATION, INC.

**ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation are:

1515 N.W. 167th Street  
Suite 135  
Miami, Florida 33169.

**ARTICLE III -- PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV -- CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

**ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

1515 N.W. 167th Street  
Suite 135  
Miami, Florida 33169;

and the name and address of the initial registered agent of this corporation are:

Presidential Suites, Ltd.  
1515 N.W. 167th Street  
Suite 135  
Miami, Florida 33169;

This instrument prepared by:  
Deborah R. Mayo, Esquire  
Florida Bar No. 366226  
BILZIN SUMBERG DUNN PRICE & AXELROD LLP  
2500 First Union Financial Center  
Miami, Florida 33131  
Telephone: 305-374-7580

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**ARTICLE VI -- COMMENCEMENT**

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

**ARTICLE VII -- INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Mark J. Gordon	1515 N.W. 167th Street Suite 135 Miami, Florida 33169.

**ARTICLE VIII -- INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Mark J. Gordon	1515 N.W. 167th Street Suite 135 Miami, Florida 33169.

**ARTICLE IX -- BY-LAWS**

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

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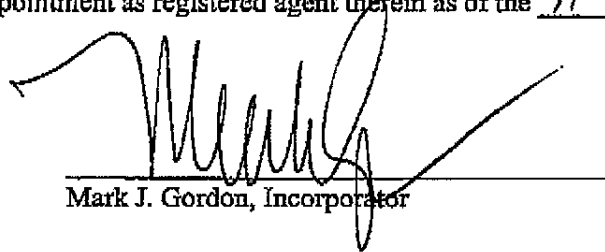
**ARTICLE X -- INDEMNIFICATION**

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

**ARTICLE XI -- AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 11 day of October 1999.

  
\_\_\_\_\_  
Mark J. Gordon, Incorporator

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Fax Audit No. H99- 25611**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, as President and on behalf of Presidential Suite Corp., a Florida corporation and the general partner of Presidential Suites, Ltd., a Florida limited partnership (the "Limited Partnership"), which Limited Partnership has been designated as registered agent for A&A Aviation, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation of the Corporation, hereby agrees that the Limited Partnership will accept service of process for and on behalf of the Corporation and that the Limited Partnership will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: October 11, 1999.**PRESIDENTIAL  
SUITES, LTD., a Florida limited partnership**By: Presidential Suite Corp., a Florida  
corporation, its general partnerBy:   
Mark J. Gordon, PresidentFILED  
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