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October 28, 1999

VIA FEDERAL EXPRESS

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

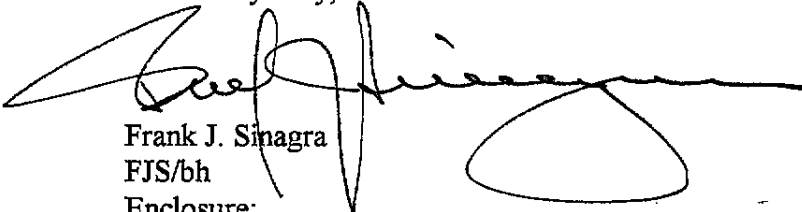
Re: Aerospace Acquisition Corp.

To Whom It May Concern:

I am enclosing Articles of Incorporation of Aerospace Acquisition Corp. to be filed with the Secretary of State of Florida. Please file these Articles and provide me with a copy of the filing report. I am also enclosing our check in the amount of \$70.00 to cover the filing fee.

Should you require anything further please do not hesitate to give me a call. Thank you for your assistance in this matter.

Yours very truly,



Frank J. Sinagra
FJS/bh
Enclosure:

FILED
99 OCT 29 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

900003028639-8
-10/29/99-01012-009
*****70.00 *****70.00

ARTICLES OF INCORPORATION
OF
Aerospace Acquisition Corp.

FILED
99 OCT 29 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is: Aerospace Acquisition Corp. with its principal office located at 13155 Biscayne Bay Drive, North Miami, FL 33181.

ARTICLE II
DURATION

This corporation shall exist in perpetuity.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: One Financial Plaza, Suite 1900, Fort Lauderdale, FL 33394 and the name of the initial registered agent of this corporation at that address is: Frank J. Sinagra, Esquire.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director 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 director of this corporation is:

RICHARD B. ALMAN
13155 Biscayne Bay Drive
North Miami, FL 33181

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Richard B. Alman, 13155 Biscayne Bay Drive, North Miami, FL 33181.

ARTICLE VIII
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X
INDEMNIFICATION

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

ARTICLE XI
AMENDMENT

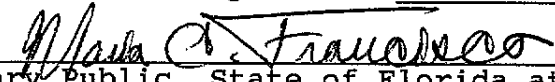
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto; any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of October, 1999.


Richard B. Alman

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 28th day of October, 1999 by Richard B. Alman, who is personally known to me or who has produced _____ as identification.


Notary public, State of Florida at Large
Print Name: _____

My Commission Expires:
My Commission Number:

MARIA C. FRANCISCO
Notary Public, State of Florida
My comm. exp. Oct. 14, 2003
Comm. No. CC879776

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

FILED
99 OCT 29 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapters 48.091 and 607, Florida Statutes, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at: One Financial Plaza, Suite, 1900, Fort Lauderdale, FL 33394, has named Frank J. Sinagra, Esquire, located there at as its registered agent to accept services of process within this State.

By: 

RYCHARD B. ALMAN

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 

FRANK J. SINAGRA, ESQUIRE