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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
PALAHASSIE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

HORIZONS AVIATION SALES & SERVICES INC.

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ARTICLES OF INCORPORATION
OF
HORIZONS AVIATION SALES &
SERVICES INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a Corporation under the Florida General Corporation Act, hereby Adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: HORIZONS AVIATION SALES & SERVICES, INC.

The principal place of business of this corporation shall be:
1472 NW 78 Avenue
Miami, Fl. 33126

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1000 SHARES

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

Mario Catalano- President	1472 NW 78 Ave. Miami, Fl.33126
Alain Ruiz - Vice-Pres.	1472 NW 78 Ave. Miami, Fl.33126
Arturo Sanchez- Treasurer	1472 NW 78 Ave. Miami, Fl.33126
Jose Sardinias- Secretary	1472 NW 78 Ave. Miami, Fl.33126
Mario Levy- Vice-Pres.	1472 NW 78 Ave. Miami, Fl.33126

ARTICLE VI INCORPORATOR(S)

The name and street address of the incorporator to this articles of incorporation is:

Mr. Arturo Sanchez
1472 NW 78th. Ave.
Miami, Fl. 33126

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of incorporation this , day of 1999

Signature of incorporator



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

HORIZONS AVIATION SALES & SERVICES, Inc.

2. The name and address of the registered agent and office is:

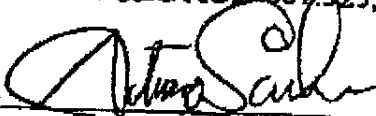
1472 NW 78 Avenue
Miami, FL 33126

SIGNATURE 
Arturo Sanchez

TITLE: TREASURER

DATE: 11/3/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE: _____

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TALLAHASSEE, FLORIDA