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December 6, 1999

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

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-12/10/99--01070--004
*****210.00 *****70.00

Re: Paco Air Industries, Inc.

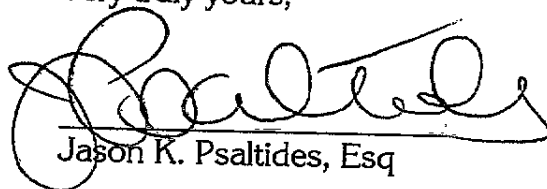
Ladies and Gentlemen:

I am enclosing an original and a copy of the Articles of Incorporation to the above-named corporation. In addition, a check for the sum of \$70.00 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy Fee	\$
Registered Agent Fee	\$35.00

Please file the original of the enclosed Articles of Incorporation. Thanking you in advance.

Very truly yours,


Jason K. Psaltides, Esq

FILED
99 DEC 10 AM 8:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/14

Informed client by letter
added corp. address to
ART I.
STH

S. Thompson DEC 14 1999

ARTICLES OF INCORPORATION
OF
PACO AIR INDUSTRIES, INC.

FILED
99 DEC 10 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Incorporation:

ARTICLE I. Corporate Name

The name of this corporation is "Paco Air Industries, Inc."

1291-A South Powerline Road PMB 309
Pompano Beach, FL 33069

ARTICLE II. Duration

The period of its duration is perpetual.

ARTICLE III. Purpose

This corporation shall engage in commerce within the United States, between the United States and foreign nations, between and among foreign nations of behalf of clients; provide, transfer and/or arrange financing of behalf of clients; and/or act in a consulting capacity between clients in the United States and foreign nations as permitted by the laws of the United States, the State of Florida, or any other state, territory or country,

ARTICLE IV. Capital Stock

The Corporation is authorized to issue one hundred (100) shares, all of one class of Common Stock, at \$1.00 par value per share.

ARTICLE V. Initial Registered Agent and Office.

The name and address of the initial registered agent and office of this corporation is as follows:

Registered Agent and address of corporation:

Curt Harrison
1291-A South Powerline Road
PMB 309
Pompano Beach, FL 33069

ARTICLE VI. Initial Board of Directors

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Curt Harrison
1291-A South Powerline Road
PMB 309
Pompano Beach, FL 33069

ARTICLE VII. Incorporators.

The name and address of the Incorporator signing these Articles of Incorporation

is:

Curt Harrison
1291-A South Powerline Road
PMB 309
Pompano Beach, FL 33069

ARTICLE VIII. Amendment of Articles

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

ARTICLE IX. Informal Shareholder Action

Any action of the shareholders may be taken without a meeting may consent in

writing setting forth the action so taken shall be signed by all shareholders entitled to vote and filed with the Secretary of the Corporation.

ARTICLE X. Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board or Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this December 6, 1999.

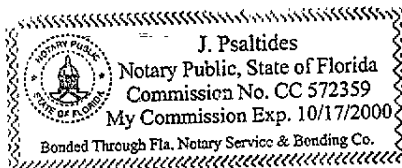
Curt Harrison
Curt Harrison
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Curt Harrison, to me known to be the person who executed the foregoing Articles of Incorporation (by producing a valid Florida driver license), and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the December 6, 1999.

J. Psaltides
NOTARY PUBLIC
My commission expires:



**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

Pursuant to the provisions of Florida Statute §607.0501, 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 is Paco Air Industries, Inc.
2. The name of the registered agent is Curt Harrison
3. The address of the registered agent/registered office is

1291-A South Powerline Road
PMB 309
Pompano Beach, FL 33069

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Curt Harrison

By: Curt Harrison

Date: December 6, 1999

FILED
99 DEC 10 AM 8:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA