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ATTORNEY AT LAW
LICENSED TO PRACTICE IN FLORIDA AND KENTUCKY

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January 5, 1995

FILED
95 JAN -9 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Corporate Filing Section

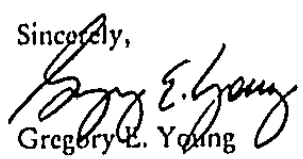
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RE: Articles of Incorporation for Aero Acquisitions, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above referenced Florida corporation and a check for applicable filing fees. Please file these documents and return time and date stamped copies to me in the enclosed envelope.

Many thanks for your prompt attention to these requests. With best regards, I am,

Sincerely,

Gregory E. Young

Enclosures
cc: Mr. Eleades Zuvieta
GEY

D. BROWN JAN 11 1995

ARTICLES OF INCORPORATION
FOR
AERO ACQUISITIONS, INC.

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TALLAHASSEE, FLORIDA

The undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms this corporation for profit under the laws of the State of Florida, and does hereby do such under the following conditions for said corporation:

Article I
Name of Corporation

The name of this corporation is and shall be AERO ACQUISITIONS, INC.

Article II
Purpose of Corporation

This corporation is organized and created under the laws of the State of Florida, and is organized to engage in, transact and carry on business in such activities as are permitted under the laws of the State of Florida and the United States of America.

Article III
Capital Stock

This corporation shall have the power to issue Ten Thousand (10,000) shares of stock, all of one class and all of a par value of One Dollar (\$1.00) per share, fully paid and non-assessable. However, the By-laws of said corporation may authorize additional shares of stock of the same or different class with the same or different par value.

The whole or any part of the capital stock of said corporation shall be in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the stockholders. Property, labor or services may also be purchased with the capital stock at such valuation as shall be fixed by the stockholders.

Article IV
Term of Existence

This corporation shall have a perpetual existence unless dissolved voluntarily or by action of law. This corporation shall commence its corporate existence upon the filing with the Department of State of the State of Florida.

Article V
Address

The initial mailing address of the principal office of this corporation shall be 2700 West Cypress Creek Road, Suite D-131, Fort Lauderdale, Florida 33309, with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida or in foreign countries.

Article VI
Registered Agent

The name and mailing address of the initial Registered Agent of this corporation is GREGORY E. YOUNG. The street address for the Registered Agent of this corporation shall be 205 Worth Avenue, Suite 307-C, Palm Beach, Florida 33480.

Article VII
Directors

This corporation shall have two (2) Directors, initially. The number of Directors may be increased or decreased, from time to time, in accordance with the laws of the State of Florida and the By-laws of this Corporation. However, at no time shall the number of Directors be less than one (1).

Article VIII
Initial Directors and Officers

The name and mailing addresses of the initial Directors and/or Officers of this corporation are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director/ President	Juan Castro	15476 NW 77th Court, No. 144 Miami Lakes, Florida 33016
Director/ Secretary/Treasurer	Elcades Zuvieta	1001 NW 4th Avenue Boca Raton, Florida 33432

Article IX
Subscriber

The name, mailing address and number of shares to be issued to the Subscriber of the

Articles of incorporation is as follows:

<u>Name of Subscriber</u>	<u>Address</u>	<u>Number of Shares</u>
Juan Castro	15476 NW 77th Court, No. 144 Miami Lakes, Florida 33016	100
Eleades Zuvietta	1001 NW 4th Avenue Boca Raton, Florida 33432	100

Article X
Indemnification

The corporation shall indemnify and hold harmless any Subscriber, Officer or Director of the corporation 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 thereto, and any right conferred upon stockholders is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of January, 1995.



ELEADES ZUVIETA,
Subscriber, Director and Secretary/Treasurer
for Aero Acquisitions, Inc.

State of Florida)
) ss.
County of Palm Beach)

Before me personally appeared ELEADES ZUVIETA, who presented identification to me in the form of his Driver's License (FLA. NO.: 2130-200-60-045-0) and who

proved his identity to be that of the individual described in and who executed the foregoing Articles of Incorporation as the Subscriber, Director and Secretary/Treasurer of Aero Acquisitions, Inc., and who acknowledged before me that he subscribed these Articles of Incorporation for the purposes expressed herein.

Witness my hand and official seal in the County and State named above, on this the 5th day of January, 1994.



GREGORY E. YOUNG
My Commission CC320270
Expires Oct. 03, 1997
Bonded by HAI
800-422-1088

Gregory E. Young
NOTARY PUBLIC
State of Florida at Large
My Commission Expires: 10/3/97

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to F.S. Chapter 48.01 the following is submitted in compliance with said Act:

That AERO ACQUISITIONS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, has named GREGORY E. YOUNG whose address is 205 Worth Avenue, Suite 307-C, Palm Beach, Florida 33480, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Gregory E. Young
GREGORY E. YOUNG,
Registered Agent for Service of Process

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95 JAN -9 PH 3: 57
TALLAHASSEE, FLORIDA