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♦ MEMBER OF THE CONNECTICUT BAR

MARIO THOMAS GABOURY ♦
DARRYL TOMPKINS °
HADLEIGH HOWD °

November 15, 2001

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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-11/20/01--01005--017
****267.50 ****133.75

Re: **Sheltair Space Coast LLC**
Sheltair Dunn LLC

Gentlemen:

Enclosed are the original and duplicate copy of the Articles of Organization of the two (2) proposed limited liability companies shown above.

The duplicate copy has been subscribed and acknowledged by the sole subscriber in the same manner as the original. Please file the Articles of Organization for each limited liability company immediately and mail a certified copy of same and to our office when this has been accomplished.

A check is also enclosed to cover the \$100.00 filing fee, the \$8.75 fee for the certified copy of the Articles of Incorporation, the \$25.00 fee for filing the Designation of Resident Agent for each of the limited liability companies for a total of \$267.50.

Also enclosed is the executed Resident Agent form and one copy.

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TALLAHASSEE, FLORIDA
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\$125.00
30.00
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November 15, 2001
Page 2

Thank you for your assistance in this matter.

Sincerely,


SAAVEDRA, PELOSI & GOODWIN

Damaso W. Saavedra, Esq.

/ag

Encls.

cc John Schmatz

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SAAVEDRA, PELOSI & GOODWIN



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 26, 2001

DAMASO W. SAAVEDRA, ESQ.
SAAVEDRA PELOSI & GOODWIN
312 SE 17TH ST SECOND FLOOR
FT LAUDERDALE, FL 33316

SUBJECT: SHELTAIR DUNN LLC
Ref. Number: W01000026791

We have received your document for SHELTAIR DUNN LLC and check(s) totaling \$133.75. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$21.25. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Shawn Logan
Document Specialist

Letter Number: 301A00062609

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is: Sheltair Dunn LLC.

Article II. Address

The Company's street and mailing address is: 4860 N.E. 12th Avenue, Ft. Lauderdale, Florida 33334.

Article III. Registered Agent

The name and street address of the Company's registered agent is:

John F. Schmatz
4860 N.E. 12th Avenue
Ft. Lauderdale, Florida 33334

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article V. Management

This will be a member-managed company. The name of each member is:

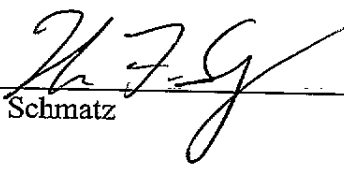
Gerald M. Holland
John F. Schmatz

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TALLAHASSEE, FLORIDA

Article VI. Company's Existence

The Company's existence shall begin effective as of the date of filing of these Articles of Organization with the Secretary of State.

The undersigned authorized representative of a member executed these Articles of Organization on November 7, 2001.



John F. Schmatz

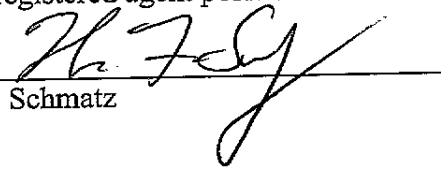
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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:
Sheltair Dunn LLC

REGISTERED AGENT/OFFICE:
John F. Schmatz
4860 N.E. 12th Avenue
Ft. Lauderdale, FL 33334

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



John F. Schmatz

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