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ARTICLES OF ORGANIZATION

OF

AIR PRIDE, LLC

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, adopts the following Articles of Organization:

ARTICLE I
NAME

The name of the limited liability company shall be AIR PRIDE, LLC.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the limited liability company shall be located at 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, FL 33394, but the limited liability company shall have the power and authority to establish branch offices at any other place or places as the Manager(s) may designate.

ARTICLE III
DURATION

The limited liability company shall have perpetual duration.

ARTICLE IV
MANAGEMENT

The limited liability company is a manager-managed company and shall have two (2) Managers. The number of Managers may be increased or decreased from time to time by the members, as provided in the Operating Agreement of the limited liability company, but there shall never be less than one (1) Manager.

The names and addresses of the initial Managers of the limited liability company are:

Thomas Baur
5280 NW 21 Avenue, Hangar 58
Fort Lauderdale, FL 33309

Cindy Baur
5280 NW 21 Avenue, Hangar 58
Fort Lauderdale, FL 33309

Prepared by:
David C. Hardin, Esq.
Mombach, Boyle & Hardin, P.A.
500 E. Broward Blvd., Suite 1950
Ft. Lauderdale, Florida 33395
(954)467-2200
Florida Bar Number 218987

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the limited liability company is 500 East Broward Boulevard, Suite 1950, Ft. Lauderdale, Florida 33394, and the initial registered agent at that office is David C. Hardin.

ARTICLE VI
EFFECTIVE DATE

These Articles of Organization shall become effective upon filing by the Department of State of the State of Florida.

ARTICLE VII
INDEMNIFICATION

The limited liability company is hereby specifically authorized to make provision for the indemnification of Managers, employees and agents to the full extent permitted by law.

The undersigned certifies that this instrument constitutes the Articles of Organization of AIR PRIDE, LLC.

Dated this 16 day of May, 2002.



DAVID C. HARDIN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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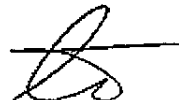
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 608.407, and 608.415, Florida Statutes, the following is submitted:

AIR PRIDE, LLC, desiring to organize or qualify under the laws of the State of Florida, hereby designates David C. Hardin as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 500 East Broward Boulevard, Suite 1950, Ft. Lauderdale, Florida 33394.

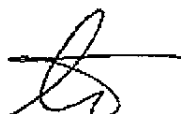
DATED this 16 day of May, 2002.



DAVID C. HARDIN

Having been named as registered agent to accept service of process for the above stated company, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all laws 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.

DATED this 16 day of May, 2002.



DAVID C. HARDIN

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